
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take you should immediately seek advice from your stockbroker, bank manager, solicitor, accountant or other independent professional advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in SIG plc, please forward this document and the Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



SIG plc

(Registered in England No. 998314)

**Chairman's Letter to Shareholders and
Notice of Annual General Meeting**

The Annual General Meeting is to be held at
the Mercure Sheffield Parkway Hotel, Britannia Way, Catcliffe,
Sheffield S60 5BD
on Thursday 11 May 2017 at 12 noon

The Notice of Annual General Meeting is set out on pages 7 to 9 of this Document.

A Form of Proxy for use at the Annual General Meeting is enclosed.



SIG plc

(Registered in England No. 998314)

DIRECTORS:

L. Van de Walle
M. Oldersma
N.W. Maddock
A. Abt
J.E. Ashdown
I.B. Duncan
M. Ewell
C.V. Geoghegan

REGISTERED OFFICE

Hillsborough Works
Langsett Road
Sheffield
S6 2LW

5 April 2017

Dear Shareholder,

ANNUAL GENERAL MEETING

I am writing to explain in detail the items of business contained in the Notice of Annual General Meeting (the "2017 Annual General Meeting") of SIG plc ("the Company"), to be held at 12 noon on Thursday, 11 May 2017 at the Mercure Sheffield Parkway Hotel, Britannia Way, Catcliffe, Sheffield S60 5BD. The Notice of Annual General Meeting of the Company is set out on pages 7 to 9 of this document.

ANNUAL REPORT AND ACCOUNTS (RESOLUTION 1)

The Chairman will present the Annual Report and Accounts of the Company for the year ended 31 December 2016 to the 2017 Annual General Meeting.

DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

The Directors' Remuneration Report is set out in the Annual Report and Accounts on pages 68 to 85. Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director.

The report gives details of the Directors' remuneration for the year ended 31 December 2016. The report also includes details of the Remuneration Committee's representations and activities. The Company's Auditor, Deloitte LLP, have audited those parts of the Directors' Remuneration Report which are required to be audited and their report is issued in the Annual Report and Accounts.

APPROVAL OF DIRECTORS' REMUNERATION POLICY (RESOLUTION 3)

The Companies Act 2006 provides that listed companies must put their Directors' Remuneration Policy to a Shareholder vote at least every three years. SIG plc is required to put a Directors' Remuneration Policy to a Shareholder vote this year as the current Directors' Remuneration Policy was approved at the Annual General Meeting in 2014 and with a 99.7% vote 'for'. The current Directors' Remuneration Policy has been reviewed in light of current best practice, and the Directors' Remuneration Policy being put to Shareholders this year is in broadly the same form (the "Policy"). The Policy provides alignment of Directors' remuneration with the long term future of the Company and the interests of Shareholders. The Policy can be found in the Directors' Remuneration Report on pages 69 to 76. 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 Policy or has been approved by Shareholders.

FINAL DIVIDEND (RESOLUTION 4)

A final dividend of 1.83p per ordinary share for the year ended 31 December 2016 is recommended for payment by the Directors, which together with the interim dividend of 1.83p per ordinary share, makes a total for the year ended 31 December 2016 of 3.66p. If Shareholders approve the recommended final dividend, this will be paid on 7 July 2017 to all ordinary Shareholders who were on the register of members at the close of business on 9 June 2017.

ELECTION/RE-ELECTION OF DIRECTORS (RESOLUTIONS 5 TO 12)

All Directors are seeking re-election in accordance with the requirements of The UK Corporate Governance Code, or in the case of Mr M. Oldersma, Mr I.B. Duncan and Mr N.W. Maddock, having been appointed to the Board since the last Annual General Meeting, election by Shareholders at this year's Annual General Meeting.

The Directors standing for re-election are Ms. A. Abt, Ms. J.E. Ashdown, Mr M. Ewell, Mr C.V. Geoghegan and Mr L. Van de Walle. It is the view of the Board that each of the Non-Executive Directors standing for re-election brings considerable management experience and independent perspective to the Board's discussions and is considered to be independent of management and free from relationship or circumstance that could affect, or appear to affect, the exercise of their independent judgment. Brief biographical notes for each of the Directors standing for election and re-election are included in the notes to this letter. The Board has confirmed, following a performance review that all Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles. I strongly recommend that you vote in favour of the re-election of these Directors.

The Nominations Committee carefully reviews and makes recommendations to the Board concerning the re-appointment of any Non-Executive Director at the conclusion of their specified terms of office. The Committee considered the position of Mr C.V. Geoghegan, who completed his second three year period of office in July 2015, and who was appointed to serve for a further term of office expiring at the May 2016 Annual General Meeting. It was the Nominations Committee's view that, noting the experience and tenure of Mr Geoghegan, together with the Company's ongoing implementation of its strategic initiatives and the focus on achieving a strong recovery in 2017, that it would be in the best interests of the Company's Shareholders, subject to careful and rigorous review, for Mr Geoghegan to offer himself for re-election at the 2017 Annual General Meeting. Following a rigorous review the Nominations Committee concluded that Mr Geoghegan brings considerable management experience and an independent perspective to the Board's discussions and is considered to be independent of management and free from relationship or circumstance that could affect or appear to affect, the exercise of his independent judgment, therefore providing continued valuable support. Therefore, Mr Geoghegan has, subject to his re-election by Shareholders at the Annual General Meeting in May 2017, been invited to serve for a further term of office expiring at the May 2018 Annual General Meeting.

The Nominations Committee also considered the position of Ms J.E. Ashdown who would have completed her second three-year period of office in July 2017. Following a rigorous review the Nominations Committee concluded that Ms Ashdown brings considerable management experience and an independent perspective to the Board's discussion and is free from relationship or circumstance that could affect or appear to affect the exercise of her independent judgment. Ms Ashdown has, subject to her re-election by Shareholders at the Annual General Meeting in May 2017, been invited to serve for a further term of office expiring at the May 2018 Annual General Meeting.

Mr M. Ewell, a Non-Executive Director, was appointed as Interim Chief Executive from 11 November 2016 on a full time basis whilst the Board conducted an external search for a new Chief Executive. It was announced on 14 March 2017 that Meinie Oldersma had agreed to join SIG as Group Chief Executive from April 2017. As recently announced, Mr M. Oldersma was appointed a Director and Group Chief Executive with effect from 3 April 2017. Mr Oldersma will therefore offer himself for election at the May 2017 Annual General Meeting. At the same time, I announced my intention to step down as Chairman and retire as a Director of the Board once a successor has been identified and once Mr Oldersma is established in role. In order to ensure an orderly succession process, a search and selection process for a new Chairman will now commence and further announcements will be made in due course.

Mr Ewell will continue to serve as an Executive Director for a handover period following Mr Oldersma's appointment, until 30 April 2017. With effect from 1 May 2017, Mr Ewell will resume his Non-Executive Director duties. Following a rigorous review, the Nominations Committee considers it appropriate for Mr Ewell to be considered to be independent for the purposes of the UK Corporate Governance Code given the circumstances surrounding Mr Ewell's appointment as Interim Chief Executive (including the other Board changes taking place around that time) and given the short term nature of that role. It is also noted that Mr Ewell will have completed his second three-year period of office as a Non-Executive Director in August 2017. Following a rigorous review the Nominations Committee concluded that Mr Ewell brings considerable experience and an independent perspective to the Board's discussion and is free from relationship or circumstance that could affect or appear to affect the exercise of his independent judgment. Mr Ewell has, subject to his re-election by Shareholders at the Annual General Meeting in May 2017, been invited to serve for a further term of office expiring at the May 2018 Annual General Meeting.

ANNUAL GENERAL MEETING CONTINUED

RE-APPOINTMENT OF AUDITOR AND AUDITORS' REMUNERATION (RESOLUTIONS 13 AND 14)

Resolution 13 relates to the appointment of Deloitte LLP, as the Company's auditor to hold office until the next Annual General Meeting of the Company.

Resolution 14 authorises the Audit Committee of the Board to set their remuneration.

AUTHORITY TO ALLOT EQUITY SECURITIES (RESOLUTION 15)

Resolution 15 deals with the Directors' authority to allot shares.

At the last Annual General Meeting of the Company held on 12 May 2016, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £39,423,248 representing approximately two-thirds of the Company's then issued ordinary share capital. This authority expires at the end of the 2017 Annual General Meeting. Resolution 15 will, if passed, renew this authority.

The Investment Association ("IA") guidelines on Directors' authority to allot shares states that IA members will permit, and treat as routine, a request for authority to allot shares representing up to one-third of the Company's issued share capital. In addition they will treat as routine a request to allot shares representing an additional one-third of the Company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the Board considers it appropriate that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £39,430,686, representing the guideline limit of approximately 66% of the Company's issued ordinary share capital as at 30 March 2017 (the latest practicable date prior to the publication of this document). Of this amount 197,153,433 shares (representing approximately 33% of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue. The power will last until the conclusion of the next Annual General Meeting of the Company or, if earlier, 11 August 2018. The Directors have no present intention of exercising this authority.

As at the date of this letter, the Company does not hold any ordinary shares in the capital of the Company in treasury.

DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS (RESOLUTIONS 16 AND 17)

Resolutions 16 and 17 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 15 above for cash without complying with the pre-emption rights in the Companies Act 2006 in limited circumstances.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption Principles"). The Pre-emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority over five per cent. of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority over a further five per cent. of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the six month period preceding the announcement of the issue.

Resolution 16 will permit the Directors to allot:

- (a) equity securities up to a nominal amount of £39,430,686, representing two-thirds of the company's issued share capital on an offer to existing Shareholders on a pre-emptive basis (that is, including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas Shareholders, as the directors see fit); and
- (b) equity securities up to an aggregate nominal value of £2,957,301, which represents 5% of the issued ordinary share capital of the Company as at 30 March 2017 (being the last practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offering to existing Shareholders.

Resolution 17 will permit the Directors to allot additional equity securities up to a maximum nominal value of £2,957,301, representing a further 5% of the issued ordinary share capital of the Company otherwise than in connection with a pre-emptive offer to existing Shareholders for the purpose of financing a transaction (or refinancing within six months of the transaction) which the Directors determine to be an acquisition or other capital investment as contemplated by the Pre-Emption Group's Statement of Principles. The Directors believe that it is appropriate to seek this additional 5% authority in Resolution 15 to give the Company the flexibility that this resolution affords.

The Directors have no present intention of exercising these authorities to issue ordinary shares. Were the Board to exercise these authorities, it confirms that it will make disclosures in the announcement regarding the issue, and in the subsequent Annual Report, such as those contemplated in the Pre-Emption Group guidance issued in May 2016.

The Board confirms that, in accordance with the Pre-Emption Group's Statement of Principles, it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing Shareholders (except in relation to an issue pursuant to Resolution 17 above) without prior consultation with Shareholders.

The authorities contained in Resolutions 16 and 17 will expire upon the expiry of the authority to allot shares conferred in Resolution 15, being the earlier of the end of the Annual General Meeting in 2018 or 11 August 2018.

AUTHORITY TO PURCHASE ORDINARY SHARES (RESOLUTION 18)

It is a requirement of Section 693 of the Companies Act 2006 that a company shall not make a market purchase of its own shares unless the purchase has first been authorised by the Company in general meeting. Accordingly, Resolution 18 to be proposed at the 2017 Annual General Meeting as a Special Resolution, gives the Directors power to make market purchases of the Company's shares up to a maximum of 59,146,030 (representing approximately 10% of the current issued ordinary share capital of the Company as at 30 March 2017 (the latest practicable date prior to the publication of this document)). This power will expire on the conclusion of the 2018 Annual General Meeting or, if earlier, 11 August 2018. It is intended that purchases will only be made on the London Stock Exchange.

The Directors believe that it is in the best interests of all Shareholders that the Company should have the flexibility to make market purchases of its own shares, however this is not intended to imply that the shares will be purchased. The Directors would make such purchases only if it would be in the best interests of Shareholders generally (taking into account, for example, the financial resources of the Company, the Company's share price and future funding opportunities) and if such purchases would result in an increase in earnings per share.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to the treasury shares. Shares held in treasury in this manner would be available for resale by the Company at a later date providing additional flexibility in the management of the Company's capital base. The Company currently holds no ordinary shares in treasury.

The Directors have no current intention of using the powers sought under Resolution 18 but as noted above, consider it advisable to pass this Resolution in order that they can be prepared to take advantage of future situations which may arise.

As at 30 March 2017 (the latest practicable date prior to the publication of this document), there were options outstanding over 3,335,562 ordinary shares in the capital of the Company representing 0.56% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 0.63% of the Company's issued ordinary share capital.

ANNUAL GENERAL MEETING CONTINUED

LENGTH OF NOTICE OF GENERAL MEETINGS OTHER THAN AGMS (RESOLUTION 19)

Resolution 19 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 days' notice.

General meetings (other than Annual General Meetings) must be held on 21 days' notice unless Shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings must always be held on at least 21 clear days' notice. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all Shareholders for that meeting. This condition is met if the company offers a facility, accessible to all Shareholders, to appoint a proxy by means of a website.

The Directors are proposing Resolution 19 as a Special Resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than Annual General Meetings. The approval of this resolution will be effective until the end of the 2018 Annual General Meeting of the Company, when it is intended that the approval will be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and whether it is thought to be to the advantage of Shareholders as a whole.

NOTICE OF PUBLICATION OF ANNUAL REPORT AND ACCOUNTS

Notice is hereby given that the SIG plc Annual Report and Accounts 2016 has been published on the Company's website (www.sigplc.com). It can be accessed by going to the Company's home page, clicking on the Investor relations section of the website and then going to Presentations & Results. If you have elected to receive Shareholder correspondence in hard copy, then the Annual Report and Accounts will accompany this Notice. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report and Accounts, you can do so by contacting our Registrars, Computershare, on 0370 707 1293. Operator assistance is available between 08.30 and 17.30 each business day. Callers from outside the UK should dial +44 370 707 1293.

RECOMMENDATION AND ACTION TO BE TAKEN

The Board considers that all the Resolutions set out in the 2017 Notice of Annual General Meeting are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that you vote in favour of the proposed Resolutions as they intend to do in respect of their personal shareholdings in the Company, which, in aggregate, amount to 245,400 shares representing 0.04% of the issued ordinary share capital of the Company.

Whether or not you are able to attend the 2017 Annual General Meeting, your vote is still important and I would encourage you, regardless of the number of shares you own, to complete, sign and return the Form of Proxy so as to reach the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time fixed for the holding of the 2017 Annual General Meeting. Alternatively, Shareholders may also register their proxy appointment and voting instructions electronically. Please refer to the notes on pages 10 to 12 of this Notice for further details on how to appoint a proxy and vote electronically. The completion and return of a Form of Proxy will not prevent you from attending and voting in person at the 2017 Annual General Meeting if you so wish.

Yours faithfully



Leslie Van de Walle

Chairman

SIG PLC NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of SIG plc ("the Company") will be held at the Mercure Sheffield Parkway Hotel, Britannia Way, Catcliffe, Sheffield S60 5BD on Thursday 11 May 2017 at 12 noon (the "2017 Annual General Meeting" or the "Meeting") to consider and, if thought fit, to pass Resolutions 1 to 15 inclusive as ordinary resolutions and Resolutions 16 to 19 inclusive as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the financial statements for the year ended 31 December 2016 together with the reports of the Directors' and Auditor thereon.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Directors' Report on Remuneration for the year ended 31 December 2016 set out on pages 68 to 85 (inclusive) in the Annual Report and Accounts (other than the Directors' Remuneration Policy set out on pages 69 to 76 (inclusive) in the Annual Report and Accounts).
3. To approve the Directors' Remuneration Policy set out on pages 69 to 76 (inclusive) in the Annual Report and Accounts for the year ended 31 December 2016.
4. To declare a final dividend for the year ended 31 December 2016 of 1.83p per ordinary share on the ordinary shares in the Company.
5. To elect Mr I.B. Duncan as a Director.
6. To elect Mr N.W. Maddock as a Director.
7. To elect Mr M. Oldersma as a Director.
8. To re-elect Ms A. Abt as a Director.
9. To re-elect Ms J.E. Ashdown as a Director.
10. To re-elect Mr M. Ewell as a Director.
11. To re-elect Mr C.V. Geoghegan as a Director.
12. To re-elect Mr L. Van de Walle as a Director.
13. To re-appoint Deloitte LLP as Auditor to the Company, to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.
14. To authorise the Audit Committee of the Board to determine the Auditor's remuneration.

SIG PLC NOTICE OF ANNUAL GENERAL MEETING CONTINUED

15. That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company ("Rights"):
- (a) up to an aggregate nominal amount of £19,715,343; and
 - (b) up to a further aggregate nominal amount of £19,715,343 provided that: (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 11 August 2018, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights to be and are hereby revoked.

SPECIAL RESOLUTIONS

16. That, if Resolution 15 is passed, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fraction entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 16) to any person or persons up to an aggregate nominal amount of £2,957,301 (being approximately 5% of the issued ordinary share capital of the Company as at 30 March 2017),

such authority to expire at the conclusion of the next annual general meeting to be held in 2018 or, if earlier, on 11 August 2018 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. That if Resolution 15 is passed and in addition to any authority granted under Resolution 16, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,957,301 (being approximately 5% of the issued ordinary share capital of the Company as at 30 March 2017); and
- (b) 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 of the Company determines to be an acquisition or other 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,

such authority to expire at the conclusion of the next annual general meeting to be held in 2018 or, if earlier, on 11 August 2018, in each case prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. That the Company be generally and unconditionally authorised, pursuant to and in accordance with Sections 693 and 701 of the Companies Act 2006, to make market purchases (as defined in Section 693(4) of that Companies Act 2006) of up to 59,146,030 ordinary shares of 10p each in the capital of the Company (being approximately 10% of the current issued ordinary share capital of the Company as at 30 March 2017) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each ordinary share (exclusive of expenses) shall not be more than 5% above the average of the middle market quotations for an ordinary share in the Company as derived from the Daily Official List of The London Stock Exchange plc for the five business days immediately preceding the date on which the contract for the purchase is made;
- (b) the minimum price which may be paid for an ordinary share (exclusive of expenses) is 10p; and
- (c) the authority herein contained shall expire at the conclusion of the 2018 Annual General Meeting of the Company or, if earlier, on 11 August 2018 provided that the Company may, before such expiry, make a contract to purchase its ordinary shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

19. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board



Richard Monro

Secretary
5 April 2017

REGISTERED OFFICE:

Hillsborough Works
Langsett Road
Sheffield
S6 2LW
Registered No. 998314

SIG PLC NOTICE OF ANNUAL GENERAL MEETING CONTINUED

NOTES:

1. A member entitled to attend and vote at the aforementioned meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her.
2. A proxy need not also be a member of the Company but must attend the Meeting in person. A Form of Proxy may accompany this Notice of Annual General Meeting and the notes to the Form of Proxy set out the details of how to appoint a proxy.
3. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him/her and the member by whom he/she was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
4. To appoint a proxy or proxies Shareholders must complete: (a) the Form of Proxy and return it, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of the same to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or by using the reply-paid envelope provided; or (b) a CREST proxy instruction as detailed below or; (c) an online proxy appointment at www.eproxyappointment.com (you will need your unique PIN and Shareholder Reference Number, together with the Control number, printed on the Form of Proxy), in each case so that it is received no later than 12 noon on 9 May 2017. The appointment of a proxy will not preclude a member from attending and voting in person. If a member attends the Meeting in person, his proxy appointment will automatically be terminated.
5. A member may change proxy instructions by returning a new proxy appointment using the methods set out above. Where a member has appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. The deadline for receipt of proxy appointments in paragraph 4 above also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same Meeting, the one which is last sent shall be treated as replacing and revoking the other or others. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first name being the most senior).
6. In conjunction with its Registrars, the Company has in place a facility to allow each Shareholder to register proxy votes electronically. Detailed information of how to do this is set out on the Form of Proxy. A member can register proxy votes electronically by either logging on to the Registrars' website, www.eproxyappointment.com and following the instructions, or, CREST members may register proxy votes following the procedures set out in the CREST Manual.
7. A "Vote withheld" is not a vote at law, which means that the vote will not be counted in the proportion of votes "For" and "Against" the relevant Resolution. A Shareholder who does not give any voting instructions in relation to a Resolution should note that his/her proxy will have authority to vote or withhold a vote on that Resolution as he/she thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to Resolutions) which properly come before the 2017 Annual General Meeting as he/she thinks fit.

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the Meeting by using the procedures described in the CREST Manual. 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland'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 or an amendment to the instruction given by a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments set out above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

10. To be entitled to attend and vote at the Meeting, Shareholders must be registered in the register of members of the Company at 6.00pm on 9 May 2017 (or, if the Meeting is adjourned, at 6.00pm on the date which is two days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the Meeting or adjourned meeting.

11. As at 30 March 2017 (the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 591,460,301 ordinary shares, carrying one vote each. As at that date, the Company holds no shares in treasury. Therefore the total voting rights in the Company are 591,460,301.

12. The following documents will be available for inspection during normal business hours at the registered office of the Company until 10 May 2017 and at Mercure Sheffield Parkway Hotel, Britannia Way, Catcliffe, Sheffield S60 5BD from 11.15am on 11 May 2017:

- ▶ copies of the Executive Directors' service contracts;
- ▶ copies of letters of appointment of the Non-Executive Directors; and
- ▶ letters of indemnity for each of the Directors.

13. 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 email or attachments from the Company and recommends that the Shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic Form of Proxy, that is found to contain any virus will not be accepted.

SIG PLC NOTICE OF ANNUAL GENERAL MEETING CONTINUED

NOTES: (CONTINUED)

14. Shareholders vote on a show of hands, unless a poll is validly called. As soon as practicable following the 2017 Annual General Meeting, 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 Regulatory Information Service and also placed on the Company's website **www.sigplc.com**. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the 2017 Annual General 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. It is no longer necessary to nominate a designated corporate representative.
15. Members satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: (a) 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 (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's Auditor no later than the time it makes its 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 its website.
16. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting, except (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
17. The contents of this Notice of Annual General Meeting and all the information required by Section 311A of the Companies Act 2006 will be available on the Company's website **www.sigplc.com**.
18. You may not use any electronic address provided in this Notice of Annual General Meeting to communicate with the Company for any purposes other than those expressly stated.
19. Biographical details of each Director being proposed for election or re-election by Shareholders are set out on page 13.

BIOGRAPHICAL DETAILS FOR EACH DIRECTOR

LESLIE VAN DE WALLE HEC **Non-Executive Chairman**

Age 61

Became a Non-Executive Director in October 2010 and became Non-Executive Chairman on 1 February 2011.

External roles

Leslie is Non-Executive Chairman of Robert Walters plc and a Non-Executive Director of DCC plc.

Experience and past roles

Previously, Leslie was Chief Executive Officer of Rexam plc, Executive Vice President of Global Retail (a division of Royal Dutch Shell plc), and a Non-Executive Director of Aegis Group plc, Aviva plc and Cape plc, and also Chair of the Advisory Board of Weener Plastic Packaging Group. He formerly held a number of senior management positions with Cadbury Schweppes plc and United Biscuits Limited.

Key strengths

Extensive board and general management experience.

CHRIS GEOGHEGAN BA (Hons), FRAES **Senior Independent Non-Executive Director**

Age 62

Became a Non-Executive Director in July 2009.

External roles

Chris is a Non-Executive Director of Rentokil Initial plc. Chris is a Fellow of the Royal Aeronautical Society.

Experience and past roles

Previously and prior to his retirement, Chris was Chief Operating Officer of BAE Systems plc with responsibility for all European joint ventures and UK defence electronics assets. He was past President of the Society of British Aerospace companies. Chris was formerly a Non-Executive Director of Lakehouse plc.

Key strengths

Considerable commercial European business experience.

MEINIE OLDERSMA **Group Chief Executive**

Age 58

Appointed a Director and Group Chief Executive from 3 April 2017.

External roles

Meinie is Non-Executive Chairman of Kondor Ltd and a Non-Executive Director of Smallsteps BV.

Experience and past roles

Meinie was previously the Group Chief Executive of Brammer Limited, Europe's leading specialist distributor of industrial maintenance, repair and overhaul products. Prior to that, Meinie was CEO at 20:20 Mobile Group and President of Ingram Micro China Group. Meinie was also previously a Non-Executive Director of Bunzl Plc.

Key strengths

Considerable executive management and distribution experience.

NICK MADDOCK **Chief Financial Officer**

Age 46

Appointed Chief Financial Officer on 1 February 2017.

External roles

Nick does not currently hold any external directorships.

Experience and past roles

Nick is a chartered accountant. Nick was previously Chief Financial Officer of McCarthy & Stone plc. Prior to this, Nick worked as Finance Director for Centrica's upstream oil and gas business, Financial Controller at British Gas and a Director in Mergers and Acquisitions at ING Barings. Nick trained as a chartered accountant and chartered tax advisor at Ernst & Young.

Key strengths

Extensive financial management experience.

MEL EWELL BSC (Hons) **Executive Director to 30 April 2017**

Non-Executive Director from 1 May 2017

Age 58

Became Interim Chief Executive on 11 November 2016, having previously been a Non-Executive Director from 1 August 2011. With effect from 1 May 2017, Mel will resume his Non-Executive Director duties.

External roles

Up until the end of March 2016, Mel was Chief Executive and an Executive Director of Amey Plc, one of the UK's leading infrastructure services providers. Mel is a Non-Executive Director of High Speed Two (HS2) Limited and The Manufacturing Technology Centre Limited.

Experience and past roles

Mel previously held a number of senior management positions for TNT International, Xerox and ADI Group.

Key strengths

Considerable executive management experience.

JANET ASHDOWN BSC (Hons) **Non-Executive Director**

Age 57

Became a Non-Executive Director in July 2011.

External roles

Janet is a Non-Executive Director of Coventry Building Society, the Nuclear Decommissioning Authority and Marshalls plc. She is also Chair of the charity 'Hope in Tottenham'.

Experience and past roles

Previously and until the end of 2012, Janet was the Chief Executive Officer of Harvest Energy Limited and Blue Ocean Oil Trading Limited. She previously worked for BP p.l.c. for 30 years where her last role was as Head of BP's Retail and Commercial Fuels business in the UK.

Key strengths

Strong commercial experience within global businesses.

ANDREA ABT MBA **Non-Executive Director**

Age 56

Became a Non-Executive Director on 12 March 2015.

External roles

Andrea is a Non-Executive Director of Petrofac Limited, and is a member of the supervisory board of Gerresheimer AG.

Experience and past roles

Andrea was previously a Non-Executive Director of Brammer plc. Previously, Andrea has been Head of Supply Chain Management and Chief Procurement Officer of the Siemens sector for Infrastructure & Cities from 2011 to 2014. Since joining Siemens in 1997, she held numerous positions of Finance, Productivity and Supply Chain Management in Germany and internationally. Andrea started her career in industry in the Daimler Benz Group where she was responsible for different teams in aircraft and postal automation service sales.

Key strengths

Specialist knowledge of the European market, together with considerable knowledge of supply chain and procurement.

IAN DUNCAN MA, ACA **Non-Executive Director**

Age 56

Became a Non-Executive Director on 1 January 2017.

External roles

Ian is a Non-Executive Director and Chair of the Audit Committee of Babcock International plc and Bodycote plc.

Experience and past roles

Having developed a portfolio career since 2010, Ian was previously a Non-Executive Director and Chair of the Audit Committee at WANdisco plc and Fiberweb plc. Ian's last executive role was as Group Finance Director of the Royal Mail Group plc.

Key strengths

Extensive financial and change management experience (including recent financial experience).

Board Committees

Audit Committee

Mr I.B. Duncan – Chairman
Ms A. Abt
Ms J.E. Ashdown
Mr C.V. Geoghegan
Mr M. Ewell (from 1 May 2017)

Remuneration Committee

Mr C.V. Geoghegan – Chairman
Ms A. Abt
Ms J.E. Ashdown
Mr I.B. Duncan
Mr M. Ewell (from 1 May 2017)

Nominations Committee

Mr L. Van de Walle – Chairman
Ms A. Abt
Ms J.E. Ashdown
Mr I.B. Duncan
Mr M. Ewell (from 1 May 2017)
Mr C.V. Geoghegan
Mr M. Oldersma

SHAREHOLDER NOTES

DIRECTIONS

The Annual General Meeting of SIG plc is to be held at 12 noon on Thursday 11 May 2017 at:

Mercure Sheffield Parkway Hotel
Britannia Way
Catcliffe
Sheffield S60 5BD

FROM THE NORTH

Leave the M1 at Junction 33

At the roundabout, take the 3rd exit, signposted Sheffield A630

After approx ½ mile, take the next exit, signposted Catcliffe

At the roundabout, take the 3rd exit, underneath the A630

At the next roundabout, take the 1st exit

At the next roundabout, take the 2nd exit. Mercure Sheffield Parkway Hotel, Sheffield is on your right

FROM THE SOUTH

Leave the M1 at Junction 33

At the roundabout take the 1st exit signposted Sheffield A630

After approx ½ mile, take the next exit, signposted Catcliffe

At the roundabout, take the 3rd exit, underneath the A630

At the next roundabout, take the 1st exit

At the next roundabout, take the 2nd exit. Mercure Sheffield Parkway Hotel, Sheffield is on your right

FROM SHEFFIELD

From the Sheffield Parkway, A630

Take the Catcliffe exit

At the roundabout, take the 1st exit

At the next roundabout, take the 2nd exit. Mercure Sheffield Parkway Hotel, Sheffield is on your right

PUBLIC TRANSPORT

The A1 bus service runs from Meadowhall Shopping Centre to Sheffield Business Park

FROM ROTHERHAM

Arrive at the M1, Junction 33 roundabout

Take the 2nd exit, signposted Sheffield A630

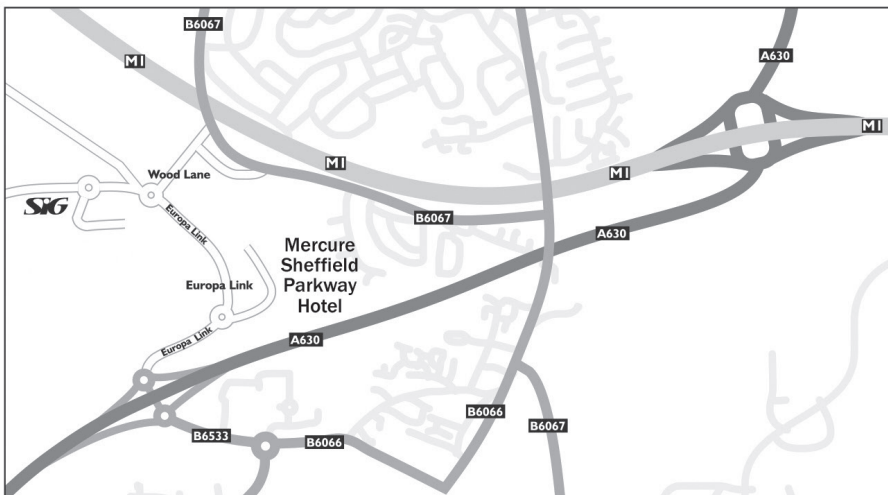
After approx ½ mile, take the next exit, signposted Catcliffe

At the roundabout, take the 1st exit

At the next roundabout, take the 2nd exit. Mercure Sheffield Parkway Hotel, Sheffield is on your right

SAT NAV USERS

For satellite navigation please use the following postcode: S9 1XU





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fax: +44 (0) 114 285 6349

web: www.sigplc.com