

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 any accompanying documents, with the exception of any personalised documents, 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. 00998314)

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

**The Annual General Meeting is to be held
at the offices of Allen & Overy LLP
One Bishops Square, London, E1 6AD
on Thursday 4 May 2023 at 9.30am**

The Notice of Annual General Meeting is set out on pages 6 to 9 of this Document.

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



(Registered in England No. 00998314)

Directors:

Andrew Allner
Gavin Slark
Ian Ashton
Shatish Dasani
Bruno Deschamps
Kath Durrant
Gillian Kent
Simon King
Alan Lovell
Christian Rochat

Registered Office

Adsetts House
16 Europa View
Sheffield Business Park
Sheffield
S9 1XH

20 March 2023

Annual General Meeting 2023

Dear Shareholder,

Notice Of Meeting

I am writing to explain in detail the items of business contained in the Notice of Annual General Meeting (the “AGM”) of **SIG plc (the “Company”)**, to be held at 9.30am on Thursday 4 May 2023 at the offices of **Allen & Overy LLP, One Bishops Square, London, E1 6AD**. The formal Notice of AGM of the Company is set out on pages 6 to 9 of this document and explanation of the business to be considered and voted on at the AGM is set out in this letter. If you would like to ask a question relating to the business of the AGM in advance, please email us at cosec@sigplc.com. All questions submitted in advance will be answered at the meeting where possible. We encourage you to monitor our website at www.sigplc.com where we will communicate any additional information relating to the AGM arrangements, should the need arise.

Annual Report And Accounts (Resolution 1)

The Chairman will present the Annual Report and Accounts of the Company for the year ended 31 December 2022 to the AGM.

Directors’ Remuneration Report (Resolution 2)

The Directors’ Remuneration Report is set out in the Annual Report and Accounts on pages 101 to 126. Resolution 2 is the ordinary resolution to approve the Directors’ Remuneration Report (excluding the part setting out the Directors’ Remuneration Policy on pages 110 to 120). 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 2022. The report also includes a statement from the Chair of the Remuneration Committee and details of the Remuneration Committee’s representations and activities. The Company’s Auditor, Ernst & Young 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.

Directors’ Remuneration Policy (Resolution 3)

We are proposing that an updated Directors’ Remuneration Policy be adopted at this year’s AGM. The Companies Act 2006 (the ‘Act’) provides that companies must put their Directors’ Remuneration Policy to a shareholder vote at least every three years, and therefore the current policy, which was approved at a General Meeting in November 2020, is due to expire this year. Our updated policy remains substantially unchanged and is structured to be aligned to our strategy and to rewarding performance throughout the business. We have made some minor revisions to ensure the policy remains in line with best practice and affords the flexibility required to adapt arrangements as the Company continues to grow. We invited our principal shareholders to comment on the draft policy and we have taken their feedback into account in the updated policy. The full updated policy is set out on pages 110 to 120 of the 2022 Annual Report and Accounts.

Unlike the Directors’ Remuneration Report, the vote on the Directors’ Remuneration Policy is binding in nature in that the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a Director of the Company unless that payment is consistent with the approved Directors’ Remuneration Policy or has otherwise been approved by a resolution of members. If this resolution is passed, the Directors’ Remuneration Policy will take effect from the date of its adoption. If the resolution in respect of the Directors’ Remuneration Policy is not passed, the Remuneration Policy approved at the General Meeting on 17 November 2020 will continue in effect. A copy of the updated Directors’ Remuneration Policy is available on the Company’s website at www.sigplc.com alongside the current policy or in hard copy on request from the Company Secretary.

Election and Re-Election Of Directors (Resolutions 4 to 13)

Gavin Slark joined the Board on 1 February 2023 and accordingly he seeks election by shareholders for the first time at the AGM. All other current Directors are seeking re-election in accordance with the requirements of the 2018 UK Corporate Governance Code, with the exception of Christian Rochat, one of the two Directors appointed by CD&R Sunshine SARL (“CD&R”), who is standing down at the AGM and who accordingly does not offer himself for re-election.

Pursuant to its relationship agreement with the Company dated 29 May 2020, CD&R is entitled to nominate two Non-Executive Directors to the Board. As announced by the Company on 8 March 2023, CD&R has informed the Company that it has nominated Diego Straziota as its second Non-Executive Director (replacing Christian Rochat and in addition to Bruno Deschamps). Accordingly, Mr Straziota seeks election as a Director at the AGM.

The Directors standing for re-election are Andrew Allner, Ian Ashton, Shatish Dasani, Bruno Deschamps, Kath Durrant, Gillian Kent, Simon King and Alan Lovell.

It is the view of the Board that each of the Non-Executive Directors standing for election or re-election brings considerable management experience and independent perspective to the Board’s discussions and that each of the independent Non-Executive Directors standing for re-election 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 judgement. Bruno Deschamps is a non-independent Non-Executive Director nominated by CD&R. The Board believes that his contribution has been considerable and he brings independent thought and challenge to the Board. Diego Straziota will also be a non-independent Non-Executive Director appointed by CD&R. The Board looks forward to working with him.

Brief biographical notes for each of the Directors standing for election or re-election, including details of their contribution and how it is and continues to be important to the Company’s long-term sustainable success, are included on pages 10 to 12 of this document.

The Board has confirmed, following a performance review, that the 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 election of Gavin Slark and Diego Straziota and the re-election of the other Directors.

The Board confirms that each Director is able to dedicate sufficient time to their role and responsibilities, see pages 85 and 86 of the Annual Report for further details.

Re-Appointment Of Auditor And Auditor’s Remuneration (Resolutions 14 and 15)

Resolution 14 relates to the re-appointment of Ernst & Young LLP, as the Company’s Auditor to hold office until the next Annual General Meeting of the Company, following the recommendation of the Audit & Risk Committee.

Resolution 15 authorises the Audit & Risk Committee of the Board to set the external Auditor’s remuneration.

Authority To Allot Equity Securities (Resolution 16)

Resolution 16 deals with the Directors’ authority to allot shares.

At the last Annual General Meeting of the Company held on 12 May 2022, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £78,770,466 representing approximately two-thirds of the Company’s then issued ordinary share capital. This authority expires at the end of the AGM. Resolution 16 will, if passed, renew this authority, in line with updated guidelines published by the Investment Association (“IA”) in February 2023.

The IA guidelines on Directors’ authority to allot shares state that IA members will regard as routine an authority to allot up to two-thirds of the existing issued share capital, provided that any amount in excess of one-third of existing issued shares can be applied to fully pre-emptive offers only.

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 £78,770,466, representing the guideline limit of approximately two-thirds of the Company’s issued ordinary share capital as at 20 March 2023 (the latest practicable date prior to the publication of this document). Of this amount, a maximum nominal amount of £39,385,233 (representing approximately one-third of the Company’s issued ordinary share capital) can only be allotted pursuant to a fully pre-emptive offer. The power will last until the conclusion of the next Annual General Meeting of the Company or, if earlier, 30 June 2024. 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 17 and 18)

Resolutions 17 and 18 are proposed as Special Resolutions to give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 16 above for cash (and/or sell any treasury shares for cash) without complying with the pre-emption rights in the Companies Act 2006 in limited circumstances.

Resolution 17 will permit the Directors to allot:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of £78,770,466 representing two-thirds of the Company's issued share capital as at 20 March 2023 (being the last practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is, including a rights issue or an open offer), subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit; and
- (b) equity securities for cash and sell treasury shares up to an aggregate nominal value of £5,907,785 which represents 5% of the issued ordinary share capital of the Company as at 20 March 2023 (being the last practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offering to existing shareholders.

Resolution 18 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £5,907,785, 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, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The Directors believe that it is appropriate to seek this additional 5% authority in Resolution 18 to give the Company the flexibility that this resolution affords.

The maximum nominal value of equity securities which could be allotted if both authorities were used would be £11,815,570, which represents approximately 10% of the issued ordinary share capital of the Company, as at 20 March 2023, (being the latest practicable date prior to publication of this document).

The Directors have no present intention of exercising these authorities to issue ordinary shares. The Board confirms that 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 18) without prior consultation with shareholders.

The authorities contained in Resolutions 17 and 18 will expire upon the expiry of the authority to allot shares conferred in Resolution 16, being the earlier of the end of the next Annual General Meeting of the Company or 30 June 2024.

The Directors are aware of the revised Statement of Principles and new template resolutions published by the Pre-emption Group in November 2022, which include an increase in the disapplication of pre-emption rights limit. The Directors have decided that they do not wish to increase the disapplication threshold at the current time, but will keep emerging market practice under review for future general meetings.

Authority To Purchase Ordinary Shares (Resolution 19)

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 19 to be proposed at the AGM as a Special Resolution gives the Directors power to make market purchases of the Company's shares up to a maximum of 118,155,698 shares (representing approximately 10% of the current issued ordinary share capital of the Company as at 20 March 2023 (the latest practicable date prior to the publication of this document)). This power will expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, 30 June 2024. 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. If Resolution 19 is passed at the AGM, it is the Company's intention to hold any shares purchased in treasury for use in connection with the Company's employee share schemes. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. The Company currently holds no ordinary shares in treasury.

The Directors have no current intention of using the powers sought under Resolution 19, 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 20 March 2023 (the latest practicable date prior to the publication of this document), there were Directors' options outstanding over 7,354,246 ordinary shares in the capital of the Company representing 0.62% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares being sought in Resolution 19, and the existing authority to purchase ordinary shares taken at last year's Annual General Meeting (which expires at the end of the AGM) were exercised in full, these options would represent 0.78% of the Company's issued ordinary share capital.

Length Of Notice Of General Meetings Other Than Annual General Meetings (Resolution 20)

Resolution 20 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice.

General meetings (other than Annual General Meetings) must be held on 21 clear 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 20 as a Special Resolution to approve 14 clear 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 next 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 2022 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 Investors section of the website and then going to Financial performance, Results, reports and presentations. 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, 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

The Board considers that all the Resolutions set out in the 2023 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 2,192,490 shares representing 0.19% of the issued ordinary share capital of the Company.

Voting At The AGM

Your vote is 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 AGM. Alternatively, shareholders may also register their proxy appointment and voting instructions electronically. Please refer to the notes on pages 8 and 9 of this document for further details on how to appoint a proxy and vote electronically. The deadline for the receipt by our Registrars of all proxy appointments is 9.30am on 2 May 2023. Voting will be by poll this year.

Yours faithfully



Andrew Allner
Chairman

SIG plc Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of the members of SIG plc ("the **Company**") will be held at the offices of Allen & Overy LLP, One Bishops Square, London, E1 6AD on 4 May 2023 at 9.30am (the "**2023 AGM**" or the "**Meeting**") to consider and, if thought fit, to pass Resolutions 1 to 16 inclusive as ordinary resolutions and Resolutions 17 to 20 inclusive as special resolutions.

Ordinary Resolutions

1. To receive the financial statements for the year ended 31 December 2022 together with the reports of the Directors and Auditor thereon.
2. To approve the Annual Statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report for the year ended 31 December 2022 set out on pages 101 to 126 (inclusive) in the Annual Report and Accounts (excluding the Directors' Remuneration Policy on pages 110 to 120).
3. To approve the Directors' Remuneration Policy, as set out on pages 110 to 120 of the Report and Accounts for the year ended 31 December 2022.
4. To re-elect Andrew Allner as a Director.
5. To re-elect Ian Ashton as a Director.
6. To re-elect Shatish Dasani as a Director.
7. To re-elect Bruno Deschamps as a Director.
8. To re-elect Kath Durrant as a Director.
9. To re-elect Gillian Kent as a Director.
10. To re-elect Simon King as a Director.
11. To re-elect Alan Lovell as a Director.
12. To elect Gavin Slark as a Director.
13. To elect Diego Straziota as a Director.
14. To re-appoint Ernst & Young 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.
15. To authorise the Audit & Risk Committee of the Board to determine the Auditor's remuneration.
16. 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 £39,385,233; and
 - (b) up to a further aggregate nominal amount of £39,385,233 provided that: (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and (ii) they are offered to (A) 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, and (B) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, subject in either case 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 after the passing of this Resolution or, if earlier, on 30 June 2024, 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

17. That, if Resolution 16 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 16 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 provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of (A) 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, and (B) the holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, subject in either case 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; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) to any person or persons up to an aggregate nominal amount of £5,907,785 (being approximately 5% of the issued ordinary share capital of the Company as at 20 March 2023),

such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, on 30 June 2024 but, in each case, prior to its expiry the Company be entitled to make offers or agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors shall be entitled to allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired and all unexercised authorities previously granted to the Directors to allot equity securities and sell treasury shares to be and are revoked.

18. That if Resolution 16 is passed and in addition to any authority granted under Resolution 17, 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 16 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 £5,907,785 (being approximately 5% of the issued ordinary share capital of the Company as at 20 March 2023); 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 of the Company after the passing of this Resolution or, if earlier, on 30 June 2024, 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.

19. 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 the Companies Act 2006) of up to 118,155,698 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 20 March 2023) 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 next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, on 30 June 2024 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.

20. 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

Andrew Watkins
General Counsel & Company Secretary
20 March 2023

Registered Office:

Adsetts House
16 Europa View
Sheffield Business Park
Sheffield S9 1XH

Registered Number: 00998314

Notes

1. A member entitled to attend and vote at the 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. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
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 relevant 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 9.30am on 2 May 2023**. 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 received 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). You must inform the Company's Registrars in writing of any termination of the authority of a proxy.
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 2023 AGM 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 6pm on 2 May 2023 (or, if the Meeting is adjourned, at 6pm on the date which is two working 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 20 March 2023 (the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 1,181,556,977 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 1,181,556,977.
12. Copies of the Executive Directors' service contracts and the letters of appointment of the Non-Executive Directors will be available for inspection at the location of the AGM for a period of from 15 minutes immediately before the AGM until its conclusion. The following documents will be available for inspection during normal business hours at the registered office of the Company:
- 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 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.
14. Voting on all Resolutions will be conducted by way of a poll rather than on a show of hands. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the Meeting but who appoint a proxy for the Meeting. On a poll, each shareholder has one vote for every share held. As soon as practicable following the 2023 AGM, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website www.sigplc.com.
15. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the 2023 AGM. 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.
16. 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 AGM, 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.
17. 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. Shareholders are reminded that unacceptable behaviour will not be tolerated at the Meeting and will be dealt with appropriately by the Chairman.
18. The contents of this Notice of AGM and all the information required by Section 311A of the Companies Act 2006 will be available on the Company's website www.sigplc.com.
19. You may not use any electronic address provided in this Notice of AGM to communicate with the Company for any purposes other than those expressly stated.

Biographical Details for Each Director seeking Election or Re-election

Andrew Allner BA, FCA **Non-Executive Chairman**

Appointed as Non-Executive Chairman on 1 November 2017.

External roles

Andrew is Chairman of Shepherd Building Group Limited and Fox Marble Holdings plc, an AIM-traded company.

Experience and past roles

Andrew has significant listed company board experience as Chairman and as Non-Executive Director. He was previously Chairman at The Go-Ahead Group plc and Marshalls plc, and a Non-Executive Director at Northgate plc, AZ Electronic Materials SA and CSR plc. Previous executive roles include Group Finance Director of RHM plc and CEO of Enodis plc. He has also held senior executive positions with Dalgety plc, Amersham International plc and Guinness plc. He also has significant experience of change and challenging situations.

Contribution

Andrew brings varied and substantial board and general management experience to the Group. He has an in-depth understanding of corporate governance having served as a director and chairman of several listed companies.

Gavin Slark **Chief Executive Officer**

Appointed as an Executive Director and Chief Executive Officer on 1 February 2023.

External roles

Gavin is currently a Non-Executive Director of Galliford Try Holdings plc, a leading UK construction group. He steps down from this role on 31 March 2023.

Experience and past roles

Gavin was previously Chief Executive Officer of Grafton Group plc, the international building materials distributor and DIY retailer, for 11 years from 2011. He has also served as Chief Executive of BSS Group plc, a leading UK distributor to specialist trades including the plumbing, heating and construction sectors.

Contribution

Gavin brings significant in-depth knowledge and years of experience in the construction distribution sector. He has a strong track record in shaping strategy and culture, product knowledge and leadership.

Ian Ashton BA, FCA **Chief Financial Officer**

Appointed as an Executive Director and Chief Financial Officer on 1 July 2020.

External roles

Ian does not have any external roles.

Experience and past roles

Prior to joining SIG, Ian served as the Group Chief Financial Officer of Low & Bonar plc until its acquisition by the Freudenberg group. Before that, he was Chief Financial Officer of Labviva LLC, a US-based technology company. Ian worked for much of his career at Smith & Nephew plc, undertaking various senior financial roles in the UK, the US and Asia. Ian is a qualified chartered accountant and began his career at Ernst & Young LLP.

Contribution

Ian is a highly skilled finance professional with broad global experience in a number of senior financial leadership roles. He brings a strong track record in corporate transactions, driving change and accounting/finance.

Shatish Dasani MA, FCA, MBA **Non-Executive Director**

Appointed as an Independent Non-Executive Director and Chair of the Audit & Risk Committee on 1 February 2021.

External roles

Shatish is currently Senior Independent Director and Chair of the Audit & Risk Committee of Renew Holdings plc and Non-Executive Director and Audit & Risk Committee Chair of Speedy Hire plc and Genuit Group plc. He is also Trustee and Chair of UNICEF UK.

Experience and past roles

Shatish has over 25 years' experience in senior public company finance roles across various sectors. He also has extensive international experience including as a regional CFO based in South America. He was previously the Chief Financial Officer of Forterra plc and TT Electronics plc, and was also an alternative Non-Executive Director of Camelot Group plc and Public Member at Network Rail plc.

Contribution

Shatish has over 25 years' experience in senior public company finance roles including financial management, corporate finance and mergers and acquisitions across various sectors such as building materials, advanced electronics, engineering, general industrial, business services, construction and infrastructure. Shatish is an experienced public company Chief Financial Officer and Audit Committee Chair.

Bruno Deschamps ISG Paris (MBA, marketing, finance)

Non-Executive Director

Appointed as a Non-Executive Director on 10 July 2020.

External roles

Bruno holds directorships in the following CD&R portfolio companies: Kalle GmbH, OCS Group and Wolseley, of which Bruno is also Chairman.

Experience and past roles

Bruno is an Operating advisor to CD&R LLP. He is a former Chairman of Diversey (USA) and Kloeckner Pentaplast (Germany). He has served as Managing Partner of 3i Group Plc, an Operating Partner of CD&R and Chairman of Brakes. Bruno was President and COO of Ecolab Inc (USA), and President of Henkel Ecolab, Teroson GmbH, Henkel Adhesives (Germany), and Chairman of SAIM (France). Bruno is a Knight of the Legion d'Honneur (France).

Contribution

Bruno has deep global industrial, service and distribution knowledge having run major global leaders in each of these sectors, based in France, Germany, US and UK. His experience includes international public and private corporate transactions, turning around large multicultural businesses, and driving and overseeing improved company performance through various growth and innovation initiatives.

Kath Durrant BA Non-Executive Director

Appointed as an Independent Non-Executive Director and Chair of the Remuneration Committee on 1 January 2021.

External roles

Kath is Non-Executive Director and Remuneration Chair at Vesuvius plc and Non-Executive Director at Essentra plc.

Experience and past roles

As well as working in senior roles at GlaxoSmithKline plc and AstraZeneca plc, Kath has previously served as the Group Human Resources Director of Rolls Royce plc, of Ferguson plc, and as Chief Human Resources Officer of CRH plc. She served as a Non-Executive Director and Chair of the Remuneration Committee of Renishaw plc and of Calisen plc.

Contribution

Kath is an experienced Chair of Remuneration Committees. She has significant international experience and industry knowledge. She has extensive experience in Human Resources with a strong operational and strategic track record, gained at a number of large global manufacturing companies. Her experience over the years is across a range of businesses, including engineering, construction and distribution.

Gillian Kent BA, CIM Diploma in Marketing Non-Executive Director

Appointed as an Independent Non-Executive Director on 1 July 2019.

External roles

Gillian holds Non-Executive Director and Remuneration Chair roles at Mothercare plc and Marlowe plc, and Non-Executive Director roles at Ascential plc and THG plc.

Experience and past roles

Gillian has had a broad executive career including being Chief Executive of real estate portal Propertyfinder until its acquisition by Zoopla, and 15 years with Microsoft, including three years as Managing Director of MSN UK. Gillian was previously a Non-Executive Director of NAHL Group Plc, Pendragon Plc and of Dignity plc.

Contribution

Gillian is an experienced Non-Executive Director having served on several listed boards as a member of the Audit, Remuneration and Nomination Committees. As well as strong commercial skills, she brings a valuable perspective with specialist experience and knowledge in the development of e-commerce and software businesses and expertise in building product markets and brands, which are important in driving innovation and digitising our business.

Simon King AMP, Insead Non-Executive Director

Appointed as an Independent Non-Executive Director on 1 July 2020. Simon is the Designated Non-Executive Director for Workforce Engagement.

External roles

Simon holds a Non-Executive Director role at James Donaldson Group Ltd and is Chairman at Smoking Lobster Restaurants (Isle of Wight).

Experience and past roles

Simon most recently served as a Non-Executive Director for Headlam Group plc. In his executive career he served on the Travis Perkins Executive Board and held the position of CEO of Wickes. Prior to that, Simon was at Walmart as COO of Asda, CEO at Savola Group Middle East and held CEO roles for Tesco in Turkey and South Korea, leading the joint venture with Samsung. Before Tesco South Korea, Simon was Chief Commercial Officer for Tesco central Europe.

Contribution

Simon brings extensive, hands-on experience in building products and distribution business experience. He has a mass of experience in change management, technology, retail and distribution, marketing and customer proposition, and stakeholder engagement particularly regarding workforce engagement.

Alan Lovell MA, FCA
Senior Independent
Non-Executive Director

Appointed as an Independent Non-Executive Director and Senior Independent Director on 1 August 2018.

External roles

Alan is Chairman of Safestyle UK plc and Interserve Group Limited and was recently appointed Chair of the Environment Agency.

Experience and past roles

Alan has previously been Chief Executive Officer of six companies: Tamar Energy Limited, Infinis plc, Jarvis plc, Dunlop Slazenger Group Ltd, Costain Group plc and Conder Group plc. Alan was also previously Chairman of Sepura plc, Flowgroup plc, Progressive Energy Ltd and Chair of the Consumer Council for Water.

Contribution

Alan brings significant listed company Board experience as both an Executive and Non-Executive Director. As well as bringing his experience in accounting, finance and corporate transactions, Alan has extensive construction sector knowledge and experience in the Group's key markets, which include the UK, Ireland and Europe.

Diego Straziota
Proposed for appointment as a
Non-Executive Director on
4 May 2023

External roles

Diego holds a directorship in Wolseley, a CD&R portfolio company.

Experience and past roles

Diego joined CD&R in 2017 and is a Managing Director based in London. He has played a key role in the CD&R investments in Westbury Street Holdings, Wolseley, and UDG, as well as UDG's subsequent separation to form Inizio and Sharp. He is actively engaged in evaluating investment opportunities in the industrials and business services verticals. Prior to joining CD&R, he worked in the private equity division of Blackstone.

Contribution

Diego has served as CD&R's appointed observer to SIG's Audit & Risk Committee since July 2020 and attends the regular operating review meetings between CD&R and SIG's operating companies. He is well-known to the Board and will bring considerable knowledge of the Company to his role as a Director. Diego also has broad sector knowledge as well as experience in strategy and corporate transactions. He has significant experience in driving and overseeing improved company performance. This experience and knowledge will be of great value as SIG seeks to continue to improve its trading performance.

Board Committees¹

Audit & Risk Committee

- Shatish Dasani – Chair
- Kath Durrant
- Gillian Kent
- Simon King
- Alan Lovell

Remuneration Committee

- Kath Durrant – Chair
- Andrew Allner
- Shatish Dasani
- Bruno Deschamps
- Gillian Kent
- Simon King
- Alan Lovell

Nominations Committee

- Andrew Allner – Chair
- Shatish Dasani
- Kath Durrant
- Gillian Kent
- Simon King
- Alan Lovell
- Christian Rochat²

Notes:

1. Membership as at 20 March 2023.
2. Bruno Deschamps will join the Nominations Committee when Christian Rochat steps down from the Board.

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