

THE FOLLOWING INFORMATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any matter referred to in this report or as to the action you should take, you should seek your own personal financial advice from: (a) a stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom; or (b) another appropriately authorised independent financial adviser if you are not resident in the United Kingdom.

If you have sold or otherwise transferred all of your shares in Aggreko plc please pass this report, together with the accompanying documents (except the accompanying personalised form of proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice is hereby given that the Annual General Meeting of Aggreko plc (the "Company") will be held at 200 SVS, 200 St Vincent Street, Glasgow G2 5RQ on Thursday 25 April 2019 at 11.00am to consider and, if thought fit, pass the resolutions set out below. Resolutions 16 to 19 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions**Resolution 1**

To receive the reports of the Directors and Auditors and to adopt the Company's accounts for the year ended 31 December 2018.

Resolution 2

To approve the annual statement by the Remuneration Committee Chair as set out on pages 62 to 66 and the annual report on remuneration (excluding the Directors' Remuneration Policy) as set out on pages 67 to 76 of the Annual Report and Accounts for the year ended 31 December 2018.

Resolution 3

To declare a final dividend on the Company's Ordinary Shares of 17.74 pence per share.

Resolution 4

To re-elect Ken Hanna as a Director of the Company.

Resolution 5

To re-elect Chris Weston as a Director of the Company.

Resolution 6

To re-elect Heath Drewett as a Director of the Company.

Resolution 7

To re-elect Dame Nicola Brewer as a Director of the Company.

Resolution 8

To re-elect Barbara Jeremiah as a Director of the Company.

Resolution 9

To re-elect Uwe Krueger as a Director of the Company.

Resolution 10

To re-elect Diana Layfield as a Director of the Company.

Resolution 11

To re-elect Ian Marchant as a Director of the Company.

Resolution 12

To re-elect Miles Roberts as a Director of the Company.

Resolution 13

To re-appoint KPMG LLP as auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 14

To authorise the Audit Committee of the Board to determine the remuneration of the Company's auditor.

Resolution 15

That the Board of Directors of the Company (the "Board") be and is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,126,149, such authority to expire on the earlier of 30 June 2020 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolutions**Resolution 16**

That if resolution 15 is passed, the Board of Directors of the Company (the "Board") be and is hereby generally empowered, pursuant to Sections 570 and 573 of the Companies Act 2006 (the "Act"), to allot equity securities (within the meaning of Section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities

into, Ordinary Shares in the capital of the Company ("Ordinary Shares")) wholly for cash pursuant to any authority for the time being in force under Section 551 of the Act or by way of a sale of treasury shares (within the meaning of Section 560(3) of the Act), as if Section 561(l) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of Treasury shares for cash:

- (a) in connection with or pursuant to a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary Shares ("Ordinary Shareholders") on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements as the Board 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 depositary receipts or any other matter whatsoever); and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £618,922

provided that this power shall (unless previously renewed or revoked) expire on the earlier of 30 June 2020 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Resolution 17

That if resolution 15 is passed, in addition to any authority granted pursuant to resolution 16 proposed at the Annual General Meeting, the Directors be and are hereby generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560(1) of the Act) (including the grant of rights to subscribe for, or to convert any securities into, Ordinary Shares in the capital of the Company ("Ordinary Shares") for cash pursuant to any authority for the time being in force under Section 551 of the Act and/or by way of a sale of Treasury shares (within the meaning of Section 560(3) of the Act), as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall:

- (a) be limited to the allotment of equity securities and the sale of Treasury shares for cash up to an aggregate nominal amount of £618,922; and
- (b) be 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 Directors of the Company determine 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

and shall expire on the earlier of 30 June 2020 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Resolution 18

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors of the Company may determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 25,612,820;
- (b) the maximum price which may be paid for any Ordinary Share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, and the minimum price which may be paid for any Ordinary Share is its nominal value (in each case exclusive of associated expenses),

provided that the authority hereby conferred shall expire on the earlier of 30 June 2020 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that a contract of purchase may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract.

Resolution 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, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company.

By order of the Board



Peter Kennerley

Company Secretary
6 March 2019

Registered office:
Aggreko plc
8th Floor
120 Bothwell Street
Glasgow G2 7JS
Scotland
United Kingdom

Registered in Scotland
number: SC177553

1 Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's Registrar prior to being admitted to the Annual General Meeting.

2 Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these Notes and in the notes to the accompanying form of proxy.

If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Company's Registrar, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK are charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

A member may instruct their proxy to abstain from voting on any of the resolutions to be considered at the meeting by marking the "Withheld" option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the relevant resolution.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if he or she wishes.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these Notes and should read Note 9 below.

3 Appointment of a proxy online

As an alternative to appointing a proxy using the form of proxy or CREST, members can appoint a proxy online at <http://shares.aggreko.com>. In order to appoint a proxy using this website, members will need their personal identification Investor Code. If for any reason a member does not have this information, they should contact the Registrar on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK are charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

Members may appoint a proxy using the website no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

4 Appointment of a proxy using a form of proxy

A form of proxy for use in connection with the Annual General Meeting is enclosed. To be valid, any form of proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

If you do not have a form of proxy and believe that you should have one, or you require additional forms of proxy, please contact the Registrar on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK are charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

5 Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com/CREST. 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 Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (CREST ID RA10) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. 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 Application Host) from which the Registrar 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall

be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system 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.

6 Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported 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 named being the most senior).

7 Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

8 Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at close of business on Tuesday 23 April 2019 (or, if the Annual General Meeting is adjourned, at close of business on the day, two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

9 Nominated persons

Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

10 Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by Section 311A of the Act, and a copy of this notice of Annual General Meeting is available at www.plc.aggreko.com.

11 Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement 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 Annual General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

12 Members resolution

Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (a) to give to members of the Company entitled to receive notice of meeting, notice of any resolution which may properly be moved and is intended to be moved at the meeting and/or (b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or person making it, must be received by the Company not later than 14 March 2019, being the date six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

13 Voting rights

As at 5 March 2019 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 256,128,201 Ordinary Shares of 4^{329/395} pence each, carrying one vote each; 188,251,587 Deferred Shares of 9^{84/775} pence each, 18,352,057,648 Deferred Shares of 1^{1/775} pence each, 182,700,915 Deferred Shares of 6^{18/25} pence each and 573,643,383,325 Deferred Shares of 1³⁰⁶¹²⁵ pence each. The deferred share classes do not carry voting rights in any circumstances. In addition, the Company did not hold any shares in treasury. Therefore, the total voting rights in the Company as at 5 March 2019 were 256,128,201 votes.

14 Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as his/her proxy will need to ensure that both he/she, and his/her proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

15 Further questions and communication

Under Section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members who have any queries about the Annual General Meeting should contact the Company Secretary by writing to Aggreko plc, 120 Bothwell Street, Glasgow G2 7JS.

Members may not use any electronic address provided in this notice or in any related documents (including the accompanying form of proxy) to communicate with the Company for any purpose other than those expressly stated.

16 Documents available for inspection

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at 200 SVS, 200 St Vincent Street, Glasgow G2 5RQ:

- (a) copies of the service contracts of the Company's Executive Directors; and
- (b) copies of the letters of appointment of the Company's Non-executive Directors.

EXPLANATORY NOTES

The following provide an explanation of the resolutions to be considered at the Annual General Meeting.

Resolutions 1 to 15 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 19 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Annual Report and Accounts (Resolution 1)

This resolution deals with the receipt and adoption of the accounts for the financial year ended 31 December 2018 and the associated reports of the Directors and Auditors.

Annual Statement and Annual Report on Remuneration (Resolution 2)

Resolution 2 seeks approval of the annual statement by the Remuneration Committee Chair set out on pages 62 to 66 and the annual report on Remuneration set out on pages 67 to 76 of this document.

We are required by law to seek shareholders' approval for the Annual Statement and Annual Report on Remuneration on an annual basis. The current Directors' Remuneration Policy was approved by shareholders at the 2018 Annual General Meeting, and the Annual Report on remuneration sets out the Company's policy applied to Directors' remuneration in 2018. The full Directors' Remuneration Policy is available on www.plc.aggreko.com.

This vote is advisory in respect of the overall remuneration package and the Directors' entitlements to remuneration are not conditional upon this resolution being passed.

Final dividend (Resolution 3)

Shareholders are being asked to approve a final dividend of 17.74 pence per Ordinary Share for the year ended 31 December 2018. If shareholders approve the recommended final dividend, it will be paid on 24 May 2019 to all Ordinary Shareholders who are on the register of members on 23 April 2019.

Re-election of Directors (Resolutions 4 to 12)

Resolutions 4 to 12 refer to the Directors standing for re-election in line with the UK Corporate Governance Code, which states that all directors of FTSE 350 companies should be subject to annual election by shareholders.

Biographical details for each of the Directors seeking re-election are set out on pages 48 to 49 of this document and are also available to view online at www.plc.aggreko.com. The Board also confirms that, following a formal performance evaluation, each of the Directors standing for re-election continues to perform effectively, demonstrates commitment to their role, and has the capacity to discharge their responsibilities fully, given their existing time commitments to other organisations. Therefore, the Board unanimously recommends the re-election of the Directors proposed.

External auditor (Resolutions 13 and 14)

These resolutions deal with the re-appointment of KPMG LLP as auditors of the Company and the authorisation of the Audit Committee to determine their remuneration.

Authority to allot shares (Resolution 15)

In line with last year, this resolution will authorise the Directors to allot Ordinary Shares up to an aggregate nominal value of £4,126,149 (representing 85,376,067 Ordinary Shares of 4³²/₉₅ pence each). This amount represents approximately one third of the issued Ordinary Share capital of the Company as at 5 March 2019, being the latest practicable date prior to the publication of this circular. As at 5 March 2019, the Company held no Treasury shares and there were no warrants over Ordinary Shares.

The authority sought under this resolution will expire on the earlier of 30 June 2020 (the latest date by which the Company must hold an Annual General Meeting in 2020) or the conclusion of the Annual General Meeting of the Company to be held in 2020.

The Directors have no present intention to issue new shares other than in relation to the issue of shares under the Company's executive and employee share schemes in circumstances where they do not consider it appropriate to satisfy awards vesting using market purchase.

Disapplication of Statutory Pre-Emption Rights (Resolutions 16 and 17)

Resolution 16 will be proposed as a special resolution and will authorise the Directors to disapply the statutory pre-emption rights of shareholders on allotment of equity securities for cash up to an aggregate nominal value of £618,922 (representing 12,806,410 Ordinary Shares of 4³²/₃₉₅ pence each), being approximately 5% of the issued Ordinary Share capital of the Company as at 5 March 2019, being the latest practicable date prior to the publication of this circular. This resolution also disapplies statutory pre-emption rights to the extent necessary to facilitate rights issues.

Resolution 17 will also be proposed as a special resolution and will authorise the Directors to allot 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 contemplated by the Pre-Emption Group's revised Statement of Principles, published on 12 March 2015 (the "PEG Principles"), being the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This additional disapplication authority is in line with the PEG Principles, and provides the Company with greater flexibility by allowing the Company to allot shares with a nominal value of £618,922 (representing 5% of the issued Ordinary Share capital of the Company as at 5 March 2019) for cash pursuant to this authority where that allotment is in connection with an acquisition or specified capital investment (as described in the PEG Principles) which is announced at the same time as the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of that allotment.

The Board does not intend to allot shares for cash on a non-pre-emptive basis above 7.5% of the total issued Ordinary Share capital of the Company over a rolling three-year period without consulting shareholders first. This complies with the PEG Principles.

The authority under these resolutions will expire at the conclusion of the Annual General Meeting to be held in 2020 or on 30 June 2020, whichever is the earlier. The Directors intend to seek renewal of this power at subsequent Annual General Meetings.

Purchase of Own Shares (Resolution 18)

The Directors recommend that shareholders renew the authority of the Company to purchase its own Ordinary Shares. Accordingly, this resolution will be proposed as a special resolution seeking authority to make such purchases in the market. The Directors will only use this authority when they consider it to be in the best interests of shareholders generally and an improvement in earnings per share would result. Any Ordinary Shares purchased under this authority will either be cancelled (and the number of Ordinary Shares in issue reduced) or be held in treasury.

This resolution specifies the maximum number of Ordinary Shares which may be purchased (representing approximately 10% of the Company's issued Ordinary Share capital as at 5 March 2019, being the latest practicable date prior to the publication of this circular) and the minimum and maximum prices at which they may be bought.

The Directors intend to seek renewal of this power at subsequent Annual General Meetings.

As at 5 March 2019, there were options over Ordinary Shares 5,918,821 in the capital of the Company which represented 2.3% of the Company's issued Ordinary Share capital at that date. If the authority to purchase the Company's Ordinary Shares were exercised in full, these options would represent 2.6% of the Company's issued Ordinary Share capital.

Notice of general meetings (Resolution 19)

Under the Companies Act 2006, all general meetings of the Company must be held on 21 clear days' notice unless shareholders agree to a shorter notice period on an annual basis and certain other conditions are met. The Company is currently able to call general meetings (other than Annual General Meetings) on 14 clear days' notice. The Board is proposing this resolution as a special resolution at the Annual General Meeting so that the Company can continue to be able to convene general meetings on 14 clear days' notice.

The Board intends that this shorter notice period would not be used as a matter of routine, but would only be used where the flexibility was justified by the business of the meeting and it would be to the advantage of shareholders as a whole.

If this resolution is passed, the authority to convene general meetings on 14 clear days' notice will remain effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The notice period for Annual General Meetings will remain 21 clear days.

Recommendation

The Board considers that all the resolutions to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.