

Galliford Try plc

Notice of Annual General Meeting 2019

CMS Cameron McKenna Nabarro Olswang LLP,
Cannon Place, 78 Cannon Street,
London, EC4N 6AF on:

Tuesday 12 November 2019 at 11.00am

**THIS DOCUMENT IS IMPORTANT AND REQUIRES
YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifty-fifth Annual General Meeting (AGM) of Galliford Try plc will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF on Tuesday 12 November 2019 at 11.00am.

The business of the AGM will be to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 14 are proposed as ordinary resolutions, and Resolutions 15 to 18 are proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the directors' reports and the audited financial statements for the year ended 30 June 2019, together with the auditor's report thereon.
2. To approve the directors' remuneration report set out on pages 65 to 77 of the Annual Report for the year ended 30 June 2019.
3. To declare a final dividend of 35.0 pence per ordinary share.
4. To re-appoint Andrew Duxbury as a director of the Company.
5. To re-elect Graham Prothero as a director of the Company.
6. To re-elect Marisa Cassoni as a director of the Company.
7. To re-elect Terry Miller as a director of the Company.
8. To re-elect Gavin Slark as a director of the Company.
9. To re-elect Jeremy Townsend as a director of the Company.
10. To re-elect Peter Ventress as a director of the Company.
11. To appoint BDO LLP as auditor to the Company.
12. To authorise the audit committee to determine the remuneration of the auditor.
13. To authorise the directors generally and unconditionally pursuant to section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot shares in 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 £37,010,872 comprising:
 - a) an aggregate nominal amount of £18,505,436 (whether in connection with the same offer or issue as under (b) below or otherwise); and
 - b) an aggregate nominal amount of £18,505,436 in the form of equity securities (within the meaning of section 560(1) of the Act) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.
14. For the purposes of section 366 of the Act, to authorise the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect to:
 - (a) make political donations to political parties or independent election candidates not exceeding £10,000 in aggregate;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in aggregate; and
 - (c) incur political expenditure not exceeding £100,000 in aggregate, provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000, during the period beginning with the date of the passing of this resolution and ending 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the AGM of the Company in 2020.

This authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the AGM of the Company in 2020, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

For the purpose of this Resolution 14, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' shall have the meanings given by sections 363 to 365 of the Act.

SPECIAL RESOLUTIONS

15. To empower the directors pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the general authority conferred on them by Resolution 13 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (b) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of ordinary shares, an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe or convert into ordinary shares having an aggregate nominal amount, not exceeding the sum of £2,775,815.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the directors by Resolution 13 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

16. In addition to any authority granted under Resolution 15, to empower the directors pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the general authority conferred on them by Resolution 13 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be:
- (a) limited to any such allotment and/or sale of equity securities having, in the case of ordinary shares, an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe or convert into ordinary shares having an aggregate nominal amount, not exceeding the sum of £2,775,815; 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 directors 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.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the directors by Resolution 13 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

17. That the Company be and is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 50 pence each provided that in doing so it:
- (a) purchases no more than 11,103,261 ordinary shares of 50 pence each;
 - (b) pays not less than 50 pence (excluding expenses) per ordinary share of 50 pence each; and
 - (c) pays a price per share that is not more (excluding expenses) per ordinary share than the higher of: (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share; (ii) the price of the last independent trade on the trading venue where the purchase is carried out; and (iii) the highest current independent purchase bid on that venue.

This authority shall expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the AGM of the Company to be held in 2020, except that the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

18. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

The directors believe that the proposals in Resolutions 1 to 18 are in the best interests of shareholders as a whole. The directors will be voting in favour of them and unanimously recommend that shareholders do so as well.

By order of the Board

Kevin Corbett
General Counsel & Company Secretary

16 September 2019

Registered office:
Cowley Business Park
Cowley
Uxbridge
Middlesex UB8 2AL

Registered in England and Wales
No. 00836539

Explanation of resolutions

Resolution 1 – Annual Report and Financial Statements

The directors are required by the Companies Act 2006 (the 'Act') to present to the shareholders of the Company at a general meeting the reports of the directors and auditor, and the audited financial statements of the Company for the year ended 30 June 2019. The Annual Report including the audited financial statements has been approved by the directors, and the report of the auditor has been prepared by the auditor, PricewaterhouseCoopers LLP.

Resolution 2 – Directors' Remuneration Report

The Act requires the Company to seek shareholder approval on an annual basis of the directors' remuneration report at the general meeting before which the Company's annual accounts are laid. The directors' remuneration report is included in the Annual Report, from page 65.

This vote is advisory, in respect of the overall remuneration package, and the directors' entitlement to remuneration is not conditional upon this resolution being passed.

Resolution 3 – Declaration of dividend

The directors are recommending a final dividend of 35.0 pence per ordinary share, payable on 4 December 2019 to holders on the register as at 8 November 2019. The final dividend will not be paid without shareholder approval and the amount may not exceed the amount recommended by the directors.

Resolutions 4 to 10 – Re-appointment and re-election of directors

Andrew Duxbury joined the Board as Finance Director on 26 March 2019 and, in accordance with the Articles of Association, stands for re-appointment at the AGM.

In addition, the UK Corporate Governance Code published in July 2018 recommends that all directors of companies with a premium listing stand for re-election on an annual basis and the Board has resolved that all directors should again stand for re-election in 2019 as explained in the Corporate Governance Report on page 59 of the Annual Report.

The biographical details of the directors can be found on pages 6 and 7 of this notice.

Resolutions 11 and 12 – Auditor and its remuneration

The Act requires that an auditor be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. These resolutions seek shareholder approval for the appointment of BDO LLP ("BDO") as the auditor of the Company with effect from the end of the AGM, in accordance with the recommendation of the directors, and permit the audit committee to determine the auditor's remuneration for the audit work to be carried out by BDO in the next financial year. BDO was selected by the directors as the Group's auditor following the completion of a competitive tender process in the second half of 2018. Given the tenure of PricewaterhouseCoopers LLP, and in compliance with the applicable mandatory audit firm rotation requirements, PricewaterhouseCoopers LLP did not participate in the tender process.

Statement on ceasing to hold office as auditor to Galliford Try plc, pursuant to section 519 of the Companies Act 2006

The statement of reasons connected with PricewaterhouseCoopers LLP ceasing to hold office as auditor to Galliford Try plc is as follows:

"The Company undertook a competitive tender process for the position of statutory auditor and we mutually agreed with the Audit Committee not to participate due to the time of our tenure."

PricewaterhouseCoopers LLP

Resolution 13 – Allotment of shares

The Act provides that the directors may only allot shares if authorised by shareholders to do so. Resolution 13 will, if passed, authorise the directors to allot shares up to an aggregate nominal amount of £37,010,872 which represents an amount which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at 16 September 2019, being the date of this notice. As at 16 September 2019, the Company did not hold any treasury shares.

As provided in paragraph (a) of the resolution, up to half of this authority (equal to one-third of the issued share capital of the Company) will enable the directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. Paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third) may only be used in connection with a rights issue in favour of ordinary shareholders. As paragraph (a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph (b) so as to enable the whole two-thirds authority to be used in connection with a rights issue. This reflects the best practice guidance issued by The Investment Association. The authority will expire at the earlier of the date that is 15 months after the date of the passing of the resolution and the conclusion of the next AGM of the Company.

Passing Resolution 13 will ensure that the directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

Resolution 14 – Political donations and expenditure

Part 14 of the Act provides that political donations or political expenditure made or incurred by a company must be authorised in advance by the company's shareholders. It is not the policy of the Company to make political donations or incur political expenditure, and the Company has no intention of using the authority granted by this resolution for this purpose, but, because the definitions in the Act are broadly framed, normal business activities of the Company, which might not be thought to be political expenditure or political donations in the usual sense, could be caught such as membership of industry and trade bodies. This resolution is a precautionary measure to ensure that the Company and its subsidiaries do not inadvertently breach the Act. If passed, this resolution will authorise the Company and its subsidiaries to make political donations and to incur political expenditure up to an aggregate limit of £100,000 in the period beginning with the date of the passing of this resolution and ending 15 months after the passing of this resolution or, if earlier, the conclusion of the next AGM of the Company. The directors intend to seek annual renewal of this authority in accordance with best practice.

Resolutions 15 and 16 – Disapplication of statutory pre-emption rights

The Act prescribes certain pre-emption rights under which, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings.

Under Resolution 15, it is proposed that the directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) without offering them first to existing shareholders in proportion to their current holdings:

- (a) up to an aggregate nominal amount of £2,775,815 (up to 5,551,630 new ordinary shares of 50 pence each). This amount represents approximately 5% of the Company's issued share capital as at 16 September 2019, being the date of this notice. This part of the authority is designed to provide the board with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they may arise; or
- (b) in respect of a rights issue, open offer or other offer that generally provides existing shareholders with the opportunity to subscribe for new shares pro rata to their existing holdings. This part of the authority is designed to give the directors flexibility to exclude certain shareholders from such an offer where the directors consider it necessary or desirable to do so in order to avoid legal, regulatory or practical problems that would otherwise arise.

Under Resolution 16, it is proposed that the directors be authorised to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital (as at 16 September 2019, being the date of this notice). In accordance with the Pre-Emption Group's Statement of Principles, the directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If passed, the authorities in Resolution 15 and Resolution 16 will expire at the same time as the authority to allot shares given pursuant to Resolution 13.

Excluding any shares issued in connection with an acquisition or specified capital investment as described above, the directors do not intend to issue more than 7.5% of the issued share capital on a non-pre-emptive basis in any rolling three-year period.

Resolution 17 – Purchase of own shares

This resolution seeks to renew the Company's authority to purchase its own shares. It specifies the maximum number of shares which may be acquired as 10% of the Company's issued ordinary share capital as at 16 September 2019, being the date of this notice, and specifies the minimum and maximum prices at which shares may be bought.

The directors will only use this authority if, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be (where such shares are to be purchased for cancellation) to increase earnings per share, and that taking into account other investment opportunities, purchases will be in the best interests of the shareholders generally. Any shares purchased in accordance with this authority will be cancelled or held in treasury for subsequent transfer to an employee share scheme. The directors have no present intention of exercising this authority, which will expire at the earlier of the date that is 15 months after the date of the passing of the resolution and the conclusion of the next AGM of the Company.

Under the Company's share option and restricted share schemes, at 16 September 2019, options and conditional and restricted share awards over a total of 2,686,541 ordinary shares in the Company (of which 283,577 shares are held by the Employee Share Trust), were outstanding representing 2.42% of the issued share capital. This would represent 2.69% of issued share capital if the proposed authority to purchase the Company's shares was exercised in full.

Resolution 18 – Notice period for general meetings

The Company must give at least 21 clear days' notice of any general meeting, but is permitted to call meetings other than the AGM on at least 14 clear days' notice if annual shareholder approval is obtained beforehand. The Company must also offer, for any meeting held on less than 21 clear days' notice, a facility to vote by electronic means that is accessible to all shareholders. The directors do not intend to call a meeting on less than 21 clear days' notice unless they consider it would be to the advantage of shareholders as a whole.

Directors and Executive Board

Our Board



Peter Ventress
Chairman



Graham Prothero
Chief Executive



Andrew Duxbury
Finance Director



Terry Miller
Senior Independent, Non-executive Director



Gavin Slark
Non-executive Director



Jeremy Townsend
Non-executive Director



Marisa Cassoni
Non-executive Director

Executive Board



Kevin Corbett CEng MICE MInstuctE
General Counsel & Company Secretary



Andrew Hammond
Chief Executive, Linden Homes



Bill Hocking
Chief Executive, Construction & Investments



Stephen Teagle
Chief Executive, Partnerships & Regeneration

Key

- A Audit Committee
- N Nomination Committee
- Denotes Chair of respective Committee

- R Remuneration Committee
- E Executive Board

Our Board

Peter Ventress Chairman

Appointment date: Peter Ventress joined the Board on 30 April 2015 and was appointed Chairman on 11 November 2016.

Career and experience: Peter was appointed as a Non-executive Director and Chairman designate of Bunzl plc, the specialist international distribution and services group, on 1 June 2019. He will assume the role of Chairman of the Board at the conclusion of Bunzl plc's Annual General Meeting in April 2020. He is also a Non-executive Director of Softcat Plc and BBA Aviation plc. He was formerly a Non-executive Director of Premier Farnell plc and Staples Solutions B.V and was Chief Executive Officer of European textile service business Berendsen plc, from 2010 to 2016. Prior to this, he held several senior executive roles, including International President of Staples Inc and Chief Executive Officer of Corporate Express N.V. In 2008, he was appointed head of all Staples' activities outside the United States and Canada. Aged 58.

Graham Prothero Chief Executive

Appointment date: Graham Prothero was appointed to the Board on 1 February 2013, initially as Finance Director before being appointed as Chief Executive on 26 March 2019.

Career and experience: Graham was previously with Development Securities plc, a listed property developer and investor in the UK, where he was Finance Director from November 2008. From 2001 until 2008, Graham was a partner with Ernst & Young. Graham is a Fellow of the Institute of Chartered Accountants and previously held the position of Finance Director with Blue Circle Properties and Taywood Homes. Graham is a Non-executive Director and Chair of the Audit Committee of Marshalls plc. Aged 57.

Andrew Duxbury Finance Director

Appointment date: Andrew Duxbury joined the Board on 26 March 2019 as Finance Director.

Career and experience: Andrew joined Galliford Try in March 2012 as Group Financial Controller and from 2016, held a number of operational finance roles, including Finance Director of Linden Homes. Andrew is a Fellow of the Institute of Chartered Accountants in England and Wales and, prior to joining Galliford Try, worked for PwC. Aged 44.

Terry Miller Senior Independent Non-executive Director

Appointment date: Terry Miller was appointed to the Board on 1 February 2014.

Career and experience: Terry is a Non-executive Director of Goldman Sachs International and Goldman Sachs International Bank, part of the multinational investment bank and financial services company Goldman Sachs Group. She is also a Non-executive Director of insurance company Rothesay Life.

Terry was also a Trustee of the Invictus Games Foundation. She was previously General Counsel for the London Organising Committee of the Olympic Games and Paralympic Games (LOCOG). Prior to her LOCOG appointment, Terry was International General Counsel for Goldman Sachs, having spent 17 years with Goldman Sachs based in London. Aged 67.

Gavin Slark Non-executive Director

Appointment date: Gavin Slark was appointed to the Board on 13 May 2015.

Career and experience: Gavin is currently Chief Executive Officer of Grafton Group plc, a publicly quoted distributor of building materials operating in the merchanting markets in the UK, Ireland, the Netherlands and Belgium, in the DIY retailing market in Ireland and in the mortar manufacturing market in Britain. He joined Grafton Group in April 2011 and was appointed Chief Executive Officer in July 2011. He was previously Group Chief Executive of BSS Group plc, a leading UK distributor to specialist trades including the plumbing, heating and construction sectors. Aged 54.

Jeremy Townsend Non-executive Director

Appointment date: Jeremy Townsend was appointed to the Board on 1 September 2017.

Career and experience: Jeremy is currently the Chief Financial Officer of Rentokil Initial plc following his appointment in August 2010 and is a Fellow of the Institute of Chartered Accountants of England and Wales. Previously, Jeremy was Finance Director at Mitchells & Butlers plc and prior to that held various finance roles at J Sainsbury plc including Corporate Finance Director. Jeremy began his career in audit and corporate finance at Ernst & Young. Aged 55.

Marisa Cassoni Non-executive Director

Appointment date: Marisa Cassoni was appointed to the Board on 1 September 2018.

Career and experience: Marisa is a chartered accountant with more than 40 years' experience as a finance professional. Her previous roles include Group Finance Director of the John Lewis Partnership, Royal Mail Group, Britannic Assurance Group and Prudential UK Group. Marisa has over 20 years' experience as an Executive Board member and is currently a Non-executive Director of AO World plc and Ei Group plc. Marisa was also formerly a Non-executive Director of Skipton Building Society. Aged 67.

Executive Board

Kevin Corbett CEng MICE MStructE General Counsel & Company Secretary

Appointment date: Kevin Corbett joined the Executive Board on 1 February 2012 and was appointed General Counsel & Company Secretary on 1 March 2012.

Career and experience: Kevin was previously Chief Counsel Global for AECOM. Aged 59.

Andrew Hammond Chief Executive, Linden Homes

Appointment date: Andrew Hammond was appointed to the Executive Board on 6 September 2016, initially as Chairman for the West Division of Linden Homes before assuming the role of Chief Executive of Linden Homes in April 2019.

Career and experience: Andrew joined the Company in April 2015 from Persimmon Homes where he held the position of Regional Chairman. Aged 49.

Bill Hocking Chief Executive, Construction & Investments

Appointment date: Bill Hocking was appointed to the Executive Board as Managing Director of Construction on 1 September 2015 and assumed the role of Chief Executive of Construction & Investments with effect from 1 August 2016.

Career and experience: Bill joined the Group from Skanska UK plc, where he held the position of Executive Vice President on the Executive Management Team of Skanska UK from 2008, having initially joined the Company in 1990. Aged 55.

Stephen Teagle Chief Executive, Partnerships & Regeneration

Appointment date: Stephen Teagle was appointed as Chief Executive of Partnerships & Regeneration on 1 July 2016, joining the Executive Board on 6 September 2016.

Career and experience: Stephen has over 25 years' experience in the regeneration and affordable housing sectors, joining Galliford Try from Registered Provider DCH, where he was Group Director of Investment and Managing Director of development subsidiary Westco Properties. Aged 59.

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be either (a) deposited at the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so that it is received no later than 11.00am on 8 November 2019 (b) lodged using the CREST Proxy Voting Service – see paragraph 9 below or (c) lodged electronically by visiting www.sharevote.co.uk – please see paragraph 13 to the right.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. 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 shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. 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 shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30pm on 8 November 2019 (or, in the event of any adjournment, 6.30pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at the date of this notice the Company's issued share capital consists of 111,032,617 ordinary shares of 50 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at the date of this notice are 111,032,617.
8. 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. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made 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). 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 issuer's agent (ID RA19) by 11.00am on 8 November 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & 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, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Shareholders may, if they wish, register the appointment of a proxy electronically by visiting www.sharevote.co.uk. To use this service a shareholder will need their Voting ID, Task ID and Shareholder Reference Number printed on the accompanying proxy form. Full details of the procedure are given on the website at www.sharevote.co.uk.
14. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to 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 AGM; or 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 shareholders 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by section 311A of the Act, can be found at www.gallifordtry.co.uk.
17. The service agreements of the executive directors and copies of the letters of appointment of the non-executive directors are available for inspection during normal business hours at the registered office of the Company and will be available for inspection for 15 minutes prior to and during the AGM.
18. Any electronic address, within the meaning of section 334(4) of the Act, provided in this notice, or any related documents including the proxy form, may not be used to communicate with the Company for any purpose other than those expressly.