

Galliford Try plc

Notice of Annual General Meeting 2017

The Royal Bank of Scotland plc,
3rd Floor Conference Centre,
250 Bishopsgate, London, EC2M 4AA on:

Friday 10 November 2017 at 10.00am.

**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-third Annual General Meeting (AGM) of Galliford Try plc will be held at the offices of The Royal Bank of Scotland plc, 3rd Floor Conference Centre, 250 Bishopsgate, London, EC2M 4AA on Friday 10 November 2017 at 10.00am.

The business of the AGM will be to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 15 are proposed as ordinary resolutions, and Resolutions 16 to 19 are proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the directors' reports and the audited financial statements for the year ended 30 June 2017, together with the auditor's report thereon.
2. To approve the directors' remuneration report set out on pages 62 to 67 of the Annual Report for the year ended 30 June 2017.
3. To approve the directors' remuneration policy set out on pages 58 to 61 of the Annual Report for the year ended 30 June 2017.
4. To declare a final dividend of 64.0 pence per ordinary share.
5. To re-appoint Jeremy Townsend as a director of the Company.
6. To re-elect Peter Truscott as a director of the Company.
7. To re-elect Graham Prothero as a director of the Company.
8. To re-elect Ishbel Macpherson as a director of the Company.
9. To re-elect Terry Miller as a director of the Company.
10. To re-elect Gavin Slark as a director of the Company.
11. To re-elect Peter Ventress as a director of the Company.
12. To re-appoint PricewaterhouseCoopers LLP as auditor to the Company.
13. To authorise the audit committee to determine the remuneration of the auditor.
14. 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 £27,629,616 comprising:
 - a) an aggregate nominal amount of £13,814,808 (whether in connection with the same offer or issue as under (b) below or otherwise); and
 - b) an aggregate nominal amount of £13,814,808 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.
15. 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 2018.

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 2018, 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 15, 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

16. 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 14 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 £2,072,221.

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 14 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. In addition to any authority granted under Resolution 16, 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 14 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 £2,072,221; 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 14 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.

18. 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 8,288,885 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; and (ii) the price stipulated by Article 3(2) of Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures.

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 2018, 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.

19. 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 19 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 and Company Secretary

13 September 2017

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 2017. 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 62.

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 – Directors' Remuneration Policy

The Act requires the Company to seek binding shareholder approval for the directors' remuneration policy at least every three years. Such approval must be sought at the general meeting before which the Company's annual accounts are laid. The remuneration policy is included in the Annual Report, from page 58. If this Resolution is approved, the remuneration policy will remain in effect (unless further altered by shareholder vote) for three years commencing from the date of the 2017 AGM. Once the remuneration policy is approved, the Company will not be able to make a remuneration payment to a current or prospective director, or a payment for loss of office or a termination payment to a current or past director, unless that payment is consistent with the remuneration policy or has otherwise been approved by a resolution of the shareholders.

Resolution 4 – Declaration of dividend

The directors are recommending a final dividend of 64.0 pence per ordinary share, payable on 22 November 2017 to holders on the register as at 27 October 2017. The final dividend will not be paid without shareholder approval and the amount may not exceed the amount recommended by the directors.

Resolutions 5 to 11 – Re-appointment and re-election of directors

Jeremy Townsend joined the Board as a non-executive director on 1 September 2017 and, in accordance with the Articles of Association, stands for re-appointment at the AGM.

In addition, the UK Corporate Governance Code recommends that all directors of FTSE 350 companies stand for re-election on an annual basis and the Board has resolved that all directors, save for Andrew Jenner who has announced his intention to step down from the Board following the 2017 AGM, should again stand for re-election in 2017, as explained in the Corporate Governance Report on page 51 of the Annual Report. The biographical details of the directors as at 30 June 2017 can be found on pages 6 and 7 of this notice.

Resolutions 12 and 13 – Auditor and their 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 re-appointment of PricewaterhouseCoopers LLP, 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 them in the next financial year.

Resolution 14 – Allotment of shares

The Act provides that the directors may only allot shares if authorised by shareholders to do so. Resolution 14 will, if passed, authorise the directors to allot shares up to an aggregate nominal amount of £27,629,616 which represents an amount which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at 13 September 2017, being the date of this notice. As at 13 September 2017, 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 14 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 15 – 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 16 and 17 – 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 16, 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 £2,072,221 (up to 4,144,442 new ordinary shares of 50 pence each). This amount represents approximately 5% of the Company's issued share capital as at 13 September 2017, 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 17, 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 13 September 2017, 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 16 and Resolution 17 will expire at the same time as the authority to allot shares given pursuant to Resolution 14.

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 18 – 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 13 September 2017, 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 13 September 2017, options and conditional and restricted share awards over a total of 2,196,563 ordinary shares in the Company (of which 369,240 shares are held by the Employee Share Trust), were outstanding representing 2.65% of the issued share capital. This would represent 2.94% of issued share capital if the proposed authority to purchase the Company's shares was exercised in full.

Resolution 19 – 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.

The 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 holds non-executive directorships with Softcat Plc, BBA Aviation Plc and Staples Solutions B.V. He was Chief Executive Officer of European textile service business, Berendsen plc, from 2010 to 2016. Prior to joining Berendsen, Peter spent 10 years in senior management positions in Europe and Canada in the office products distribution industry with Corporate Express N.V., becoming Chief Executive in 2007. In 2008, he was appointed head of all Staples' activities outside the United States and Canada. Aged 56.



Peter Truscott
Chief Executive

Appointment date: Peter Truscott was appointed to the Board as Chief Executive on 1 October 2015.

Career and experience: Peter was formerly Divisional Chairman, South at Taylor Wimpey plc and a member of its Group Management team. Peter joined George Wimpey in 1984 and worked at CALA Homes from 1993 to 1996, before rejoining George Wimpey, where he held a succession of senior management positions. Aged 55.



Ishbel Macpherson
Non-executive Director

Appointment date: Ishbel Macpherson was appointed to the Board on 1 February 2014.

Career and experience: Ishbel is a Non-executive Director of Fidessa plc and is Senior Independent Director of both Dechra Pharmaceuticals plc and Bonmarché Holdings plc. She has previously served as Non-executive Director, Chair of the Remuneration Committee, Senior Independent Director and Chair of Speedy Hire plc, as well as Non-executive Director of GAME Group plc, MITIE Group plc, Synthomer plc, May Gurney Integrated Services plc, Dignity plc and Hydrogen Group plc. Ishbel has over 20 years' experience in investment banking with Dresdner Kleinwort Wasserstein, Hoare Govett and Barclays. Aged 57.



Terry Miller
Senior Independent Director

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

Career and experience: Terry was previously General Counsel for The London Organising Committee of the Olympic Games (LOCOG) and Paralympic Games and an independent Non-executive Director of the British Olympic Association. Terry is currently a Director and Trustee of the Invictus Games Foundation and a Non-executive Director of Goldman Sachs International Bank. Prior to her LOCOG appointment, Terry was International General Counsel for Goldman Sachs, having spent 17 years with Goldman Sachs based in London. Aged 65.



Graham Prothero
Finance Director

Appointment date: Graham Prothero joined Galliford Try as Finance Director on 1 February 2013.

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 Audit Chair of Marshalls plc. Aged 55.



Andrew Jenner
Non-executive Director

Appointment date: Andrew Jenner was appointed to the Board in January 2009.

Career and experience: Andrew was Group Chief Financial Officer of Serco Group plc from 2002 to 2014. Prior to joining Serco in 1996 he worked for Unilever and Deloitte & Touche LLP. Andrew is a member of the Institute of Chartered Accountants. Aged 48.



Gavin Slark
Non-executive Director

Appointment date: Gavin Slark joined the Board on 13 May 2015.

Career and experience: Gavin is currently Chief Executive Officer of Grafton Group plc, an independent company operating in the merchandising, DIY retailing and mortar manufacturing markets in Britain, Ireland, Belgium and Netherlands. 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 52.



Kevin Corbett CEng MICE MIMStructE
General Counsel and Company Secretary

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

Career and experience: Kevin was previously Chief Counsel Global for AECOM. Aged 57.

Key

E Executive Board

N Nomination Committee

● Denotes Chair of respective Committee

A Audit Committee

R Remuneration Committee

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 10.00am on 8 November 2017 (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 2017 (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 82,888,851 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 82,888,851.
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 7RA01) by 10.00am on 8 November 2017. 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 reference number, card ID and account 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 stated.