Galliford Try Holdings plc

(incorporated in England and Wales under number 12216008)

Notice of Annual General Meeting 2026

Peel Hunt LLP, 7th floor,
100 Liverpool Street, London,
EC2M 2AT on:

Thursday 12 November 2026
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.

Letter from the Chair of Galliford Try Holdings plc

Galliford Try Holdings plc
Registered in England and Wales, No. 12216008
Blake House
3 Frayswater Place
Cowley
Uxbridge
Middlesex
UB8 2AD

Directors

Alison Wood, Chair
Bill Hocking, Chief Executive
Kris Hampson, Chief Financial Officer
Kevin Boyd, Senior Independent Director
Sally Boyle, Non-executive Director
Michael Topham, Non-executive Director

17 September 2026

Dear Shareholder,

Annual General Meeting 2026

I am pleased to be writing to you to confirm arrangements for the Annual General Meeting (AGM) of Galliford Try Holdings plc (the 'Company') which we are holding at 11.00am on Thursday 12 November 2026 at the offices of Peel Hunt LLP, 7th Floor, 100 Liverpool Street, London, EC2M 2AT. The Notice of the AGM (Notice) is set out on pages 3 and 4 and sets out the business to be considered at the AGM.

AGM Attendance

Shareholders have the opportunity to submit questions on the AGM resolutions electronically before the AGM and such questions, limited to matters relating to the business of the AGM itself, should be sent to the General Counsel & Company Secretary at kevin.corbett@gallifordtry.co.uk. We will aim to respond to any appropriate questions received by 12 noon on Tuesday 10 November 2026, by publishing our answers on the Company's website (www.gallifordtry.co.uk) before the AGM.

Where possible, we will look to group questions into themes on the Company's website. If we are unable to provide a full response to questions before the AGM, we will update the website as soon as possible after the AGM.

Those shareholders who do not wish to attend the AGM in person are strongly encouraged to vote through our registrars' secure online voting service (using the Shareholder Reference Number shown on the Form of Proxy), or by completing and returning the Form of Proxy by post to the Company's registrars, Equiniti Limited, at the address printed on the back of the Form of Proxy or, if preferred, in an envelope to Equiniti Limited, FREEPOST, RUJC-JSBU-LXXX, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 4BQ. Shareholders are also advised to appoint the Chair of the AGM as their proxy. CREST members may utilise the CREST electronic proxy appointment service.

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a platform which has been agreed by the Company and approved by the Company's registrars. Your proxy appointment must be received by 11.00am on Tuesday 10 November 2026. Further details relating to voting by proxy are set out in the notes to the Notice on pages 7 and 8 of this document and in the Form of Proxy.

Business of the AGM

The resolutions to be proposed are set out on pages 3 and 4 of this document. Resolutions 1 to 14 are proposed as ordinary resolutions, whilst Resolutions 15 to 18 will be proposed as special resolutions. The ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the special resolutions will be passed if at least 75% of the votes cast are in favour.

Explanatory notes on all proposed resolutions can be found on pages 5 and 6 of this document. This document and the Form of Proxy are also available on our website, www.gallifordtry.co.uk and are located in the Investors section of the website under Reports and Presentations.

Voting on all resolutions at the AGM will be on a poll as the directors believe that this will result in a more accurate reflection of the views of all shareholders and ensure their votes are recognised, whether or not they are able to attend the AGM. On a poll, each shareholder has one vote for every share held. The results of the poll and proxy votes cast prior to the AGM will be released, shortly after the AGM, to the London Stock Exchange's Regulatory News Service and published on the Company's website at www.gallifordtry.co.uk.

Recommendation

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.

Yours sincerely,

Alison Wood
Chair

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Galliford Try Holdings plc will be held at the offices of Peel Hunt LLP, 7th Floor, 100 Liverpool Street, London, EC2M 2AT on Thursday 12 November 2026 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. Voting on all resolutions will be by way of a poll.

Ordinary Resolutions

1. To receive the Directors' report and the audited financial statements for the year ended 30 June 2026, together with the auditor's report thereon.
2. To approve the Directors' Remuneration report set out on pages 111 to 127 of the Annual Report for the year ended 30 June 2026.
3. To approve the Directors' Remuneration policy set out on pages 114 to 119 of the Annual Report for the year ended 30 June 2026.
4. To declare a final dividend of 17.0 pence per ordinary share.
5. To re-elect Alison Wood as a director of the Company.
6. To re-elect Bill Hocking as a director of the Company.
7. To re-elect Kris Hampson as a director of the Company.
8. To re-elect Kevin Boyd as a director of the Company.
9. To re-elect Sally Boyle as a director of the Company.
10. To re-elect Michael Topham as a director of the Company.
11. To re-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 £33,649,736 comprising:

    (a) an aggregate nominal amount of £16,824,868 (whether in connection with the same offer or issue as under (b) below or otherwise); and

    (b) an aggregate nominal amount of £16,824,868 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.

    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 2027, 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.
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 2027.

    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

Notice of Annual General Meeting continued

(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 £2,523,730.

This authority shall expire, unless previously revoked or renewed by the Company in a 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 overleaf, 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 overleaf 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 £2,523,730; 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 a general meeting, at such time as the general authority conferred on the directors by Resolution 13 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 10,094,920 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 2027, 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

17 September 2026

Registered office:
Blake House
3 Frayswater Place
Cowley
Uxbridge
Middlesex
UB8 2AD

Registered in England and Wales
No. 12216008

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 2026.

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, BDO LLP (BDO).

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 111.

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

In addition to the annual vote on the implementation of its remuneration policy, the Company is required to seek shareholder approval for the directors' remuneration policy itself at least once every three years. The directors' remuneration policy is set out on pages 114 to 119 of the Annual Report. If this resolution is approved, the remuneration policy will take effect from the date on which the resolution approving it is passed. The vote is binding and means that payments cannot be made other than if consistent with the directors' remuneration policy after it has been approved by shareholders (unless a payment is separately approved by a shareholder resolution).

Resolution 4 – Declaration of dividend

The directors are recommending a final dividend of 17.0 pence per ordinary share, payable on Friday 4 December 2026 to holders on the register as at Friday 6 November 2026.

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 10 – Re-election of directors

The UK Corporate Governance Code (the 'Code') recommends that all directors of companies with a premium listing (now the Equity Shares (Commercial Company) listing segment) stand for re-election on an annual basis and the Board has resolved that all directors still in office at the date of the AGM who were re-elected at the 2025 AGM should again stand for re-election in 2026 as explained in the Governance Review from page 96 of the Annual Report.

The biographical details of the directors can be found on page 9 of this Notice. In accordance with the Code, the contributions and reasons for re-election of each director are also set out on page 10.

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 re-appointment of 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.

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 £33,649,736 which represents an amount which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at 17 September 2026, being the date of this Notice. As at 17 September 2026, 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

Explanation of resolutions continued

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 £2,523,730 (up to 5,047,460 new ordinary shares of 50 pence each)]. This amount represents approximately 5% of the Company's issued share capital as at 17 September 2026, 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 17 September 2026, 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.

The directors intend to adhere to the provisions in the Pre-Emption Group Principles, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 16 in excess of an amount equal to 10% of the total issued ordinary share capital of the Company (excluding treasury shares).

Adherence to the Pre-Emption Group Principles would not preclude issuances under the authority sought under Resolution 16. The Board has retained its current limits of 5% of the issued ordinary share capital of the Company (excluding treasury shares) in Resolutions 15 and 16 rather than the increased limit of 10% set out in the Pre-Emption Group's most recent Statement of Principles published in November 2022 as the Board believes that the 5% limit provides sufficient flexibility to the Company at the present time.

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 17 September 2026, 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. This 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.

Under the Company's restricted share schemes, at 17 September 2026, options and conditional and restricted share awards over a total of 5,928,983 ordinary shares in the Company (of which 2,124,586 shares are held by the Employee Share Trust), were outstanding, representing approximately 5.87% of the issued share capital. This would represent approximately 6.53% of the 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.

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. To ensure your vote is counted we advise that you appoint the Chair of the AGM as your proxy at the AGM.
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, FREEPOST, RUJC-JSBU-LXXX Highdown House, Yeoman Way, Worthing, West Sussex, BN99 4BQ so that it is received no later than 11.00am on Tuesday 10 November 2026; (b) lodged using the CREST Proxy Voting Service – see paragraph 9; (c) lodged electronically by visiting www.shareview.co.uk – see paragraph 13; or (d) lodged electronically by visiting www.proximity.io – see paragraph 14.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9) 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 Tuesday 10 November 2026 (or, in the event of any adjournment, 6.30pm on the date which is two days before the time of the adjourned meeting (excluding any part of a day that is not a working day)). 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 AGM.
7. As at the date of this Notice, the Company's issued share capital consists of 100,949,208 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 100,949,208.
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 & International 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 Tuesday 10 November 2026. 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 & International 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.

Notes continued

13. Shareholders may, if they wish, register the appointment of a proxy electronically by visiting www.shareview.co.uk. It is also possible to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page, click the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important you register for a Shareview Portfolio with enough time to complete the registration and authentication process. Full details of the procedure are given on the website at www.shareview.co.uk.
14. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00am on Tuesday 10 November 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
15. 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 the Annual Report and Accounts 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.
16. Any member attending the AGM 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 AGM, but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered. Shareholders may submit in advance of the AGM any questions they have to the General Counsel & Company Secretary at kevin.corbett@gallifordtry.co.uk.

    We will aim to respond to any questions received by 12 noon on Tuesday 10 November 2026, by publishing our answers on the Company's website (www.gallifordtry.co.uk) before the AGM, and where possible, we will look to group questions into themes on the Company's website. If we are unable to provide a full response to questions before the AGM, we will update the website as soon as possible after the AGM.
17. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.gallifordtry.co.uk.
18. 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 during the 2026 AGM.
19. 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.

Directors and General Counsel & Company Secretary

Our Board

Alison Wood
Chair

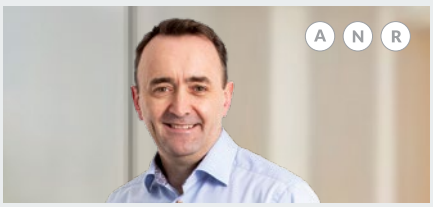
Bill Hocking
Chief Executive

Kris Hampson
Chief Financial Officer

Kevin Boyd
Senior Independent Director

Sally Boyle
Non-executive Director

Michael Topham
Non-executive Director



Kevin Corbett
General Counsel & Company Secretary

Board Committee membership

(A) Audit Committee (N) Nomination Committee (R) Remuneration Committee (E) Executive Board ● Chair

Our Board as at 17 September 2026.

Directors and General Counsel & Company Secretary continued

Our Board

Alison Wood
Chair

Appointment date: Alison joined the Board on 1 April 2022 and was appointed as Chair on 21 September 2022.

Skills and experience: Substantial strategic planning, mergers and acquisitions and business development experience gained through a number of roles including Global Director of Strategy and Corporate Development at National Grid plc and Group Strategic Development Director at BAE Systems plc. Extensive leadership and governance experience, having served as Chair, Senior Independent Director and Remuneration Committee Chair in several FTSE 350 companies. A background in engineering, economics and management and has extensive corporate experience with international leading engineering companies.

External appointments: Senior Independent Non-executive Director and Chair of the Remuneration Committee at Oxford Instruments plc and at Morgan Advanced Materials plc.

Bill Hocking
Chief Executive

Appointment date: Bill was appointed as Chief Executive on 3 January 2020.

Skills and experience: An effective leader, having held a range of senior leadership positions including Chief Executive of Galliford Try plc, Chief Executive of Galliford Try's Construction and Investment division and Executive Vice President at Skanska UK plc. Substantial experience of strategic planning development and implementation. Significant commercial and operational experience and strong track record of delivering operational and financial results. Extremely knowledgeable of the construction industry, with over 35 years of experience as a civil engineer.

Kris Hampson
Chief Financial Officer

Appointment date: Kris was appointed to the Board on 2 September 2024.

Skills and experience: Extensive strategic development and mergers and acquisitions experience. Significant international financial experience in listed B2B environments. Broad range of strategic, financial and project management leadership experience, having held a number of finance roles with Rentokil Initial plc and Ford Motor Company. A prize-winning chartered accountant with over 20 years' experience and a Fellow of the Institute of Chartered Accountants.

Kevin Boyd
Senior Independent Director

Appointment date: Kevin was appointed to the Board on 1 March 2024.

Skills and experience: Extensive listed public company experience, helping to strengthen the Board's independence. Acts as a solid advisory base to others on the Board. Strong background both in the UK and overseas, with operational and strategic expertise. Substantial leadership experience, having previously worked as Chief Financial Officer of Spirax Group plc, Oxford Instruments plc and Radstone Technology plc, as well as a number of non-executive roles. A Fellow of the Institute of Chartered Accountants and the Institute of Engineering and Technology.

External appointments: Chair and Non-executive Director of Genuit Group plc. Audit Committee Chair and Non-executive Director of Bodycote plc.

Sally Boyle
Non-executive Director

Appointment date: Sally was appointed to the Board on 1 May 2022.

Skills and experience: Broad governance and significant HR and remuneration expertise, along with extensive financial services experience. Significant leadership experience gained through a range of roles including International Head of Human Capital Management at Goldman Sachs and as a member of the Goldman Sachs International Board and Management Committee. Highly experienced and knowledgeable employment lawyer, with UK and international human resources expertise.

External appointments: Non-executive Director of Cambridge University Press & Assessment.

Michael Topham
Non-executive Director

Appointment date: Michael was appointed to the Board on 1 June 2023.

Skills and experience: Strong strategic planning and mergers and acquisitions experience. Significant leadership experience gained through role of Chief Executive Officer of Biffa and previously Chief Financial Officer and Divisional Managing Director. A solid financial background and experienced in delivering commercial and operational growth. A chartered accountant, having trained with PwC.

External appointments: Chief Executive of Biffa. Director of the Environmental Services Association.

Kevin Corbett

General Counsel & Company Secretary

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

Skills and experience: A solicitor and chartered civil and structural engineer who has held numerous senior leadership roles, both UK and international-focused, including Chief Counsel Global for AECOM. A broad skill set of construction and corporate law, finance, governance, strategy and corporate secretarial practice. Extensive knowledge and experience of dealing with complex commercial legal matters and corporate transactions. A trusted advisor to the Chair, Chief Executive and Non-executive Directors.

External appointments: Non-executive Director of the Construction Industry Council.

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Middlesex UB8 2AD

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