



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

# Notice of Annual General Meeting

## Benchmark Holdings plc

(Registered in England and Wales with no. 04115910)

Notice of the Annual General Meeting (the “**AGM**”) of Benchmark Holdings plc (the “**Company**”) to be held at Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL at 11.30 a.m. on 10 February 2022 is set out at the end of this document and the recommendation of the directors is set out on page 5.

**COVID-19**

The Company continues to closely monitor developments relating to the COVID-19 pandemic, including the related public health guidance and legislation issued by the UK government. It is currently our intention that the AGM will be an open meeting (with social distancing measures in place, if required, at the time of the meeting).

The Directors encourage shareholders to consider carefully whether it is appropriate for them to travel to and attend the AGM in person and remind shareholders that they are able to appoint a proxy (which may be the Chairman of the AGM) to vote on their behalf at the AGM.

Should the situation and Government guidance change such that the arrangements described in this document are no longer appropriate, revised arrangements will be announced on our website and, if appropriate, by a Regulatory Information Service. Shareholders are encouraged to monitor our webpage [www.benchmarkplc.com](http://www.benchmarkplc.com) for any updates.

The Board is keen to encourage engagement with shareholders. In order to facilitate this, if you are unable to attend but would like to ask the Board a question on the business of the AGM, please submit your questions by email to [AGM@bmkhholdings.com](mailto:AGM@bmkhholdings.com), so as to arrive by 12.00 noon on 7 February 2022. Responses will be made via return email or published on our investors' website at [www.benchmarkplc.com/investors/](http://www.benchmarkplc.com/investors/), as deemed appropriate by the Board of Directors.

**PROXIES**

A Form of Proxy for use at the Meeting is enclosed. However, you may submit your votes by proxy using one of the following methods:

- Electronically using [www.sharevote.co.uk](http://www.sharevote.co.uk);
- By submitting a paper proxy form;
- CREST members may use the CREST electronic proxy appointment service; or
- Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform - please go to [www.proxymity.io](http://www.proxymity.io)

To be valid, any instrument appointing a proxy must be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible but in any event so as to arrive no later than 11:30 am on 8 February 2022.

**BENCHMARK HOLDINGS PLC**

(Registered in England and Wales with no. 04115910)  
Registered Office  
Benchmark House  
8 Smithy Wood Drive  
Sheffield  
South Yorkshire  
S35 1QN

**Directors**

Trond Williksen  
Septima Maguire  
Kevin Quinn\*  
Kristian Eikre\*  
Peter George\*  
Susan Searle\*  
Yngve Myhre\*  
Atle Eide\*

\*Non-executive Directors

10 December 2020

*To holders of Ordinary Shares of £0.001 each in the Company*

Dear Shareholder

This letter accompanies the 2021 Annual Report and gives details of the business to be transacted at the 2022 Annual General Meeting of the Company.

**Annual General Meeting**

Notice of the Annual General Meeting is given on page 6.

Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 16 will be proposed as special resolutions.

**Resolution 1 — Company's Annual Report and Accounts 2021 (ordinary resolution)**

Company law requires the Directors to present to the Annual General Meeting the Annual Accounts, the Directors' Report and the Auditors' Report on these accounts.

**Resolution 2 — Directors' Remuneration Report (ordinary resolution)**

Whilst AIM traded companies are not required by company law to present a Directors' Remuneration Report to their shareholders for a vote, your Board has decided that the Directors' Remuneration Report for the year ended 30 September 2021 should be subject to a shareholder vote. The Report appears on pages 88 to 94 of the 2021 Annual Report, which is also available on the Company's website at [www.benchmarkplc.com](http://www.benchmarkplc.com). This shareholder vote is advisory only and therefore does not directly affect the remuneration paid to any Director.

**Resolutions 3 and 4 — Reappointment of Auditors and determination of their remuneration (ordinary resolutions)**

Company law requires the Company to appoint auditors at each Annual General Meeting at which accounts are presented, to hold office until the conclusion of the next such meeting. The Board proposes the reappointment of KPMG LLP as auditors of the Company for the year ended 30 September 2022 (resolution 3). Resolution 4 authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors. In practice, the Audit Committee will consider the audit fees for recommendation to the Board.

**Resolutions 5 to 12 (inclusive) — Election and Re-election of Directors (ordinary resolutions)**

The articles of association of the Company (the "Articles") require that each Director shall be subject to annual re-election in accordance with the 2018 UK Corporate Governance Code. The Articles also provide that the Board has the power to appoint any person to be a Director, and that any Director appointed by the Board shall only hold office until the next following AGM.

The Board, on the recommendation of the Nomination Committee, supports the election of Atle Eide who was appointed as a Director by the Board on 29 November 2021 and so has not been subject to a vote by shareholders. The Board believes that Atle's appointment brings a wealth of experience in the seafood, aquaculture sectors, and as an investor he has a track record in helping drive growth and value.

All Directors standing for re-election were all last elected at the AGM of the Company held in 2021. Accordingly, all such Directors are required under the Articles to stand for re-election at the 2022 AGM. Resolutions 5 to 12 inclusive therefore propose the election of Atle Eide, and the re-election of all the other Directors.

The Directors believe that the Board offers an appropriate balance of knowledge and skills and that all the non-executive Directors (with the exception of Kristian Eikre and Atle Eide) are independent in character and judgement. Kristian Eikre is not deemed to be independent due to his relationship with FERD AS (the Company's largest shareholder as at the date of this document). Atle Eide is also not deemed to be independent given his previous role as a director of Kverva AS, a significant shareholder in the Company. The Nomination Committee, which considers the balance of the Board and the mix of skills, knowledge and experience of its members, has considered and recommends the appointment of all of the Directors of the Company standing for election and re-election.

Brief biographies of the Directors outlining their skills, contribution and experience are available on the Company's website at: [www.benchmarkplc.com/investors/the-board](http://www.benchmarkplc.com/investors/the-board)

**Resolution 13 — Authority to allot shares or grant subscription or conversion rights (ordinary resolution)**

This resolution asks shareholders to grant the Directors authority under section 551 of the Companies Act 2006 (the “Act”) to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Act up to a maximum aggregate nominal value of £469,191.34, being approximately two thirds of the nominal value of the issued share capital of the Company as at 6 December 2021 (being the latest practicable date prior to the publication of this document). £234,595.67 of this authority is reserved only for a fully pre-emptive rights issue.

This is the maximum permitted amount under best practice corporate governance guidelines. The authority will expire at the next Annual General Meeting, or if earlier, the date falling 15 months after passing of the resolution. However, the Directors consider it important to have the maximum ability and flexibility commensurate with good corporate governance guidelines to raise finance to enable the Company to respond to market development and conditions.

**Resolutions 14 and 15 — Disapplication of pre-emption rights (special resolutions)**

If the Directors wish to allot new shares or other equity securities for cash, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holding. The allotment of equity securities as referred to in Resolutions 14 and 15 includes the sale of any shares which the Company holds in treasury following a purchase of its own shares.

In accordance with the Pre-Emption Group’s Statement of Principles on Disapplying Pre-Emption Rights (the “Statement of Principles”), the Company is proposing separate resolutions to disapply pre-emption rights on up to 5 per cent. of the Company’s relevant issued ordinary share capital and disapply pre-emption rights for an additional 5 per cent. of the Company’s relevant issued ordinary share capital for acquisitions or other capital investments as defined by the Statement of Principles.

Resolution 14 asks shareholders to grant the Directors authority to allot equity securities for cash up to an aggregate nominal value of £35,189.35, being approximately 5 per cent. of the nominal value of the issued share capital of the Company as at 6 December 2021 (being the latest practicable date prior to the publication of this document), without first offering the securities to existing shareholders. Resolution 14 also disapplies the statutory pre-emption provisions in connection with a rights issue only in relation to the amount permitted under Resolution 13.2 allowing the Directors to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

Resolution 15 asks shareholders to grant the Directors an additional authority to allot equity securities for cash up to an aggregate nominal value of £35,189.35, being approximately 5 per cent. of the nominal value of the issued share capital of the Company as at 6 December 2021 (being the latest practicable date prior to the publication of this document), for the purposes of financing or refinancing an acquisition or other capital investment of a kind contemplated by the Statement of Principles.

In accordance with the Statement of Principles, the Directors confirm that they do not intend to issue shares for cash representing more than 7.5 per cent. of the Company’s issued ordinary share capital in any rolling three year period (save in accordance with Resolution 15) without prior consultation with shareholders.

The authorities in resolutions 14 and 15 will expire at the next Annual General Meeting, or if earlier, the date falling 15 months after passing of the resolutions.

**Resolution 16 — Purchases of own shares by the Company (special resolution)**

Resolution 16 seeks authority from shareholders for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of up to 70,378,701 ordinary shares (being approximately 10 per cent. of the Company’s issued ordinary share capital as at 6 December 2021 (being the latest practicable date prior to the publication of this document)). The maximum and minimum prices payable are also limited in the resolution.

The Directors have no present intention of exercising the authority to purchase the Company’s ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company’s share price and future funding opportunities. The authority will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company, and its shareholders generally, at the time. The Company will be able to hold the ordinary shares which have been repurchased as treasury shares and re-sell them for cash, cancel them or use them for the purposes of its employee share schemes.

Options and warrants to subscribe for up to 28,187,326 ordinary shares have been granted and are outstanding as at 6 December 2021 (being the latest practicable date prior to publication of this document) representing 4.0 per cent. of the issued ordinary share capital at that date. If the Directors were to exercise in full the power for which they are seeking authority under Resolution 16, the options and warrants outstanding as at 6 December 2021 (being the latest practicable date prior to the publication of this document) would represent 4.5 per cent. of the ordinary share capital (excluding any shares held in treasury) in issue following such exercise.

**Action to be taken**

You are asked to:

1. Complete the attached Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA**, so as to arrive no later than 11.30 a.m. on 8 February 2022; or
2. Register the appointment of your proxy electronically by using the internet to log on to [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder reference number printed on your enclosed Form of Proxy and following the instructions provided. Please note that any electronic communication sent to the Company's registrar in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or
3. If you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described below.

Completion of the Form of Proxy or appointment of a proxy through CREST will not ordinarily prevent a member from attending in person.

**Shares held in uncertificated form — electronic proxy appointment through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual which can be found at [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, ID RA19, by 11:30 am on 8 February 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

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 Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:30 am on 8 February 2022 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.

**Location of meeting**

The Annual General Meeting will be held at the offices of Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL.

**Recommendation**

The Board believes that the resolutions to be put to the Annual General Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that the shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their beneficial shareholdings in the Company.

Yours sincerely

**Peter George**

Chairman

## Notice of Annual General Meeting

**NOTICE** is hereby given that the Annual General Meeting of Benchmark Holdings plc (the “Company”) will be held at Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL at 11.30 a.m. on 10 February 2022 for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 13 of which will be proposed as ordinary resolutions and numbers 14 to 16 of which will be proposed as special resolutions:

1. **THAT** the Company’s annual accounts for the financial year ended 30 September 2021, together with the Directors’ report and the auditors’ report on those accounts, be received.
2. **THAT** the Directors’ Remuneration Report for the year ended 30 September 2021 be received.
3. **THAT** KPMG LLP be reappointed as auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company.
4. **THAT** the Directors be authorised to determine the auditors’ remuneration.
5. **THAT** Mr Trond Williksen be re-elected as a Director.
6. **THAT** Mr Kristian Eikre be re-elected as a Director.
7. **THAT** Ms Septima Maguire be re-elected as a Director.
8. **THAT** Mr Peter George be re-elected as a Director.
9. **THAT** Mr Kevin Quinn be re-elected as a Director.
10. **THAT** Ms Susan Searle be re-elected as a Director.
11. **THAT** Mr Yngve Myhre be re-elected as a Director.
12. **THAT** Mr Atle Eide be elected as a Director
13. **THAT** for the purposes of section 551 of the Companies Act 2006 (the “Act”) (and so that expressions used in this resolution shall have the same meanings as in that section 551):
  - 13.1. the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £234,595.67 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after the passing of the resolution (unless previously revoked or varied by the Company in general meeting); and further
  - 13.2. the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £234,595.67 during the period expiring at the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after the passing of the resolution, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
  - 13.3. the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution, so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked.
14. **THAT**, subject to the passing of resolution 13 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
  - 14.1. the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 13.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
  - 14.2. the allotment (otherwise than pursuant to paragraph 14.1 above) of equity securities up to an aggregate nominal value not exceeding £35,189.35,

and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after passing of this resolution, but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

15. **THAT**, subject to the passing of resolution 13 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 of the Act and in addition to any authority granted under resolution 14, to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by resolution 13 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be:
- 15.1. limited to the allotment of equity securities up to an aggregate nominal value not exceeding £35,189.35; and
  - 15.2. used only for the purposes of financing (or refinancing if the authority is to be used within 6 months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,
- and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after passing of this resolution, but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
16. **THAT** the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of ordinary shares of £0.001 each in the capital of the Company (“ordinary shares”) provided that:
- 16.1. the maximum number of ordinary shares hereby authorised to be purchased is 70,378,701;
  - 16.2. the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.001 per share, being the nominal amount thereof;
  - 16.3. the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5 per cent. above the average of the middle market quotations for such shares taken from the AIM Appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out;
  - 16.4. the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 15 months after the date on which this resolution is passed; and
  - 16.5. the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

BY ORDER OF THE BOARD

**Jennifer Haddouk**

Company Secretary

Date: 10 December 2021

Registered Office: Benchmark House, 8 Smithy Wood Drive, Sheffield, South Yorkshire S35 1QN

## Notes:

(i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may ordinarily appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

(ii) To appoint a proxy you may:

(a) use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to arrive no later than 11:30 am on 8 February 2022 (excluding non-working days);

(b) register the appointment of your proxy electronically by using the internet to log on to [www.sharevote.co.uk](http://www.sharevote.co.uk) using the Voting ID, Task ID and Shareholder reference number printed on your enclosed Form of Proxy and following the instructions provided. Alternatively, if you have already registered with the Registrar's online portfolio service, Shareview, you can submit your proxy electronically by logging onto your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your user ID and password. Once logged in simply click "View" on the "My Investments" page, click the link to vote and follow the instructions on the screen. Please note that any electronic communication sent to the Company's registrar in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted; or

(c) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described on page 5 of the circular of which this Notice of Annual General Meeting forms part.

Completion of the Form of Proxy or appointment of a proxy through CREST will not ordinarily prevent a member from attending and voting in person.

(d) 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 Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:30 am on 8 February 2022 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.

(iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6.30 p.m. on 8 February 2022 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6.30 p.m. on the day prior to the day immediately before the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

(iv) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

(v) You may not use any electronic address provided either in the above Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

(vi) Subject to Government guidance, copies of the terms and conditions of appointment of the Directors are available for inspection, by appointment, at the registered office of the Company, Benchmark House, 8 Smithy Wood Drive, Sheffield, South Yorkshire S35 1QN. Please email [AGM@bmkhholdings.com](mailto:AGM@bmkhholdings.com) to book an appointment during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded).

(vii) As at 6 December 2021 (being the last practicable day prior to the publication of this Notice) the Company's issued share capital consists of 703,787,014 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 December 2021 are 703,787,014.