

## Holders Technology PLC

### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Holders Technology plc (the "Company") will be held at Monkwood Cottage, Whitakers Way, Loughton IG10 1SQ on Friday 29 May 2020 at 12.30 p.m.

#### Covid-19

In response to the Coronavirus (Covid-19) pandemic, the UK Government has introduced new laws to prevent individuals engaging in non-essential travel and attending public gatherings of more than two people, save where essential for work purposes. The new law means that this year's AGM will be held in a format different to that of previous years, and shareholders will not be permitted to attend this year's AGM. **Shareholders are therefore being requested to have regard to their own safety and that of others and not to travel to the meeting. Any shareholders attempting to gain access to the AGM will be excluded from the meeting on grounds of public safety.**

While the pandemic restricts our ability to follow our usual AGM format, we are still legally required to hold our AGM and we intend to do so using the 'essential work purposes' exemption under the new laws. This requires shareholder attendance at the AGM to be limited to only the two shareholders required to form a quorum under our Articles of Association.

Although shareholders will not be able to attend the 2020 AGM in person, they will still be able to ensure their votes are counted by submitting their proxies in advance, either by email or by post. Shareholders will also be able to submit questions in advance of the AGM, and answers to questions on key themes will be displayed on [www.holderstechnology.com/investors/shareholder-information/](http://www.holderstechnology.com/investors/shareholder-information/) as soon as is practically possible. Details of how to vote and submit questions in advance of the AGM, by email, can be found within the Notes to the Form of Proxy.

#### Ordinary business

1. To receive and adopt the accounts of the Company together with the directors' and auditors' reports thereon for the year ended 30 November 2019.
2. To declare a final dividend in respect of the year ended 30 November 2019.
3. To re-elect V Blaisdell as a director.
4. To re-elect D Mahony as a director.
5. To appoint Saffery Champness LLP as auditors and to authorise the directors to fix their remuneration.

#### Special business

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

6. That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £140,805.46, provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2021, except that the Company may at any time 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 an offer or agreement as if this authority had not expired.

## Holdings Technology PLC

### Notice of Annual General Meeting (continued)

To consider and, if thought fit, pass the following resolutions as Special Resolutions:

7. That the directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 5 above, and/or by way of a sale of treasury shares (by virtue of Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment, provided that:
- (a) the power conferred by this resolution shall be limited to:
    - (i) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
    - (ii) the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to £21,120.82; and
  - (b) unless previously revoked, varied or extended, this power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2021 except that the Company may before the expiry of this power make 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 an offer or agreement as if this power had not expired.
8. That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of 10p each in the capital of the Company ("Ordinary Shares") provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 422,416 (representing 10 per cent of the issued share capital of the Company, excluding treasury shares);
  - (b) the minimum price which may be paid for each Ordinary Share is 10p (nominal value);
  - (c) the maximum price which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange for the five business days immediately preceding the day on which the Ordinary Shares are purchased;
  - (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2021, unless such authority is renewed prior to such time; and
  - (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partially after the expiry of such authority and may purchase its Ordinary Shares in pursuance of any such contract.

**By order of the board**

**Paul Geraghty**  
Secretary

1 May 2020

## Holders Technology PLC

### Notice of Annual General Meeting (continued)

#### Notes

1. A member who is entitled to vote may appoint a proxy to vote instead of him/ her.
2. A proxy need not also be a member of the Company. To be effective, forms of proxy must be duly completed and returned so as to reach Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD not less than 48 hours (excluding non-working days) before the time appointed for the meeting, or adjourned meeting, as the case may be. Scanned copies of forms of proxy should be sent to [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) .
3. Only those shareholders registered in the register of members of the Company as at 6 p.m. on Wednesday 27 May 2020 shall be entitled to vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6 p.m. on Wednesday 27 May 2020 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. As at 1 May 2020 (being the latest practicable date prior to the publication of this notice of annual general meeting) the Company's issued share capital consists of 4,224,164 ordinary shares carrying one vote each. The total voting rights in the Company as at 1 May 2020 are 4,224,164.
5. To appoint a proxy or to amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID 7RA11) by 12.30 p.m. on Wednesday 27 May 2020. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsor or voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
6. Members wishing to submit questions in advance of the AGM are requested to do so to [headoffice@holdersgroup.com](mailto:headoffice@holdersgroup.com).
7. The following documents are available for inspection at the office of the Company located at Holders Technology UK Ltd., Units 1-4, Block 9, Tweedbank Industrial Estate, Galashiels TD1 3RS during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the annual general meeting and will also be available for inspection at the place of the meeting from 12.15 a.m. on the day of the meeting until its conclusion:
  - copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the Non-Executive Director.