

NORMAN BROADBENT

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 85th Annual General Meeting (“AGM”) of Norman Broadbent plc (the “Company”) will be held at 11.00 a.m. at the Company’s offices at 7th Floor Millbank Tower, 21-24 Millbank, London SW1P 4QP on 23 May 2024 for the following purposes:

Ordinary Resolutions

Report and Accounts

1. To receive the Company’s annual accounts, strategic report and directors’ and auditor’s reports for the year ended 31 December 2023.

Re-election of Directors

2. To re-appoint Peter Searle, as a Director of the Company.
3. To re-appoint Kevin Davidson, as a Director of the Company.
4. To re-appoint Mehr Malik as a Director of the Company.
5. To re-appoint Jon Kempster as a Director of the Company.
6. To re-appoint Devyani Vaishampayan as a Director of the Company.

Auditors

7. To re-appoint Kreston Reeves LLP as Auditors to act as such until the conclusion of the next General Meeting of the Company at which accounts are presented to members and to authorise the Directors of the Company to fix their remuneration.

Directors’ authority to allot shares

8. To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “Act”), in substitution for all previous authorities to the extent unused, to exercise all the 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:
 - a) up to an aggregate nominal amount of £212,884 (representing approximately one-third of the total ordinary share capital in issue as at 19 March 2024, being the latest practicable date prior to publication of this notice of meeting); and
 - b) comprising equity securities (as defined in Section 560 (1) of the Act) up to a further aggregate nominal value of £212,884 in connection with an offer by way of a rights issue, such authorities to expire at the conclusion of the Company’s 2025 Annual General Meeting or, if earlier, at the close of business on 23 August 2025, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution, ‘rights issue’ means an offer to:

- shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors consider necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Special Resolutions

Disapplication of pre-emption rights

9. That, subject to the passing of resolution 8, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

(A) to allotments for rights issues and other pre-emptive issues; and;

(B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £63,865

such authority to expire at the conclusion of the 2025 Annual General Meeting of the Company or, if earlier, on 23 August 2025, save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

10 That if resolution 8 is passed the Directors be authorised in addition to any authority granted under resolution 9 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £63,865 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified 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; such authority to expire at the end of the 2025 Annual General Meeting of the Company or, if earlier, at the close of business on 23 August 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

11. That the Company be 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 one pence each in the capital of the Company ('ordinary shares') provided that:

a) the maximum number of ordinary shares hereby authorised to be purchased is 6,386,500;

b) the minimum price (exclusive of expenses) which may be paid for such ordinary shares is one pence per share, being the nominal amount thereof;

c) 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% above the average of the middle market quotations for such shares taken from 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 price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System ("SETS"); and

- d) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the Company's 2025 Annual General Meeting, save that the Company may before such expiry make a contract or agreement to make a market purchase of its own ordinary shares which will or may be executed wholly or partly after the expiry of such authority and the Company may purchase such shares as if the authority conferred hereby had not expired.

By order of the Board:



Mehr Malik

Company Secretary

Registered in England and Wales No. 00318267

Registered Office

Millbank Tower

21- 24 Millbank

London SW1P 4QP

www.normanbroadbent.com

27 March 2024

EXPLANATORY NOTES ON THE RESOLUTIONS

Resolutions 1 to 8 (inclusive) are ordinary resolutions; resolutions 9, 10 and 11 are special resolutions. To be passed, ordinary resolutions require more than 50% of votes cast to be in favour of the resolution whilst special resolutions require at least 75% of the votes cast to be in favour of the resolution. Votes withheld do not count towards the total votes cast for or against a resolution.

Ordinary Resolutions

To receive the Annual Report and Accounts 2023

Resolution 1 is a standard resolution. The Companies Act 2006 requires the Directors to lay before the Company in a general meeting copies of the Company's annual accounts, the Directors' report and the auditor's report on those accounts. The Annual Report and Accounts for the year ended 31 December 2023 along with a copy of the AGM notice will be available online at www.normanbroadbent.com.

Re-election of Directors

In line with the practice adopted by the Company in 2023, all Directors will be standing for re-election. Resolutions 2 to 6 seek approval for the re-election of those Directors who held office during the year ended 31 December 2023.

The Board has no hesitation in recommending the re-election of the Directors to shareholders. In making these recommendations, the Board confirms that it has given careful consideration to the Board's balance of skills, knowledge and experience and is satisfied that each of the Directors putting themselves forward for re-election has sufficient time to discharge their duties effectively, taking into account their other commitments.

Appointment of the auditor and the fixing of their remuneration

The auditor of a company must be appointed or re-appointed at each general meeting at which the accounts are laid before shareholders with the Directors being authorised to determine the remuneration of the auditor. Resolution 7 seeks approval to appoint Kreston Reeves LLP as the Company's auditor and to authorise the Directors to fix their remuneration.

Directors' authority to allot shares

Resolution 8 seeks consent for shareholders to grant the Directors authority to allot shares or grant rights to subscribe for or convert securities into shares, up to a maximum aggregate nominal value of £425,768, which is approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at 19 March 2024, being the latest practicable date prior to the publication of this notice. £212,884 of this authority is reserved for a fully pre-emptive rights issue only which is the maximum permitted amount under best practice corporate governance guidelines. The authority will expire at the 2025 Annual General Meeting of the Company or, if earlier, at the close of business on 23 August 2025. The Directors have no current intention of exercising such authority and will exercise this power only when they believe that such exercise is in the best interests of the shareholders.

Disapplication of pre-emption rights.

Special resolution 9 if passed would grant the Directors authority to allot securities of the Company up to a specified amount in connection with rights issues without having to obtain prior approval from the shareholders on each occasion and also to allot a certain number of securities for cash without first being required to offer such shares to existing shareholders. The proposed disapplication of pre-emption rights will mean that the number of Ordinary Shares which may be issued for cash without first being required to offer such shares to existing shareholders will not exceed 6,386,500 Ordinary Shares, being approximately 10 per cent. of the issued ordinary share capital of the Company as at 19 March 2024, being the latest practicable date prior to the publication of this notice.

The Pre-Emption Group Statement of Principles 2022 issued on 4 November 2022 supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 10% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect

of which sufficient information regarding the effect of the transaction on the Company, the assets that are the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, resolution 10 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by resolution 8, or sell treasury shares, for cash up to a further nominal amount of £63,865, being approximately 10% of the total issued ordinary share capital of the Company as at 19 March 2024, being the latest practicable date prior to the publication of this notice, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 10 is used, the Company will publish details of the placing in its next Annual Report. If these resolutions are passed, the authorities will expire at the end of the 2025 Annual General Meeting or at close of business on 23 August 2025, whichever is the earlier.

The Board considers the authorities in resolutions 9 and 10 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

Authority to purchase own shares

Resolution 11 seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum number of 6,386,500 ordinary shares, representing approximately 10% of the issued ordinary share capital as at 19 March 2024, being the latest practicable date prior to the publication of this notice. The authority requested would replace a similar authority granted last year and would expire at the end of the 2025 Annual General Meeting. In reaching a decision to purchase ordinary shares, the Directors will take account of the Company's cash resources and capital and the general effect of such purchase on the Company's business. The authority would only be exercised by the Directors if they considered it to be in the best interests of the shareholders generally and if the purchase could be expected to result in an increase in earnings per ordinary share.

Notes:

1. The Company has arranged for a quorum to be present in person at the Annual General Meeting, and all Shareholders are strongly encouraged to vote on the Resolutions by appointing the Chair of the meeting (who will be present in person) as their proxy before the deadline of 11.00 a.m. on 21 May 2024.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to exercise their rights to attend, speak and vote at the meeting instead of them. The proxy need not be a member of the Company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member may not appoint more than one proxy to exercise rights attached to any one share. A form of proxy is enclosed with this notice for use at the meeting.
3. In order to be valid, an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarial) must be returned by one of the following methods:
 - in hard copy form by post, by courier or by hand to the Company's registrars: Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
 - via www.signalshares.com; or
 - Using Link Group's shareholder app: LinkVote+. It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. It's free and is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store**GooglePlay**

- CREST members may appoint a proxy via the CREST electronic proxy appointment service (see below); or
 - if you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform (see below).
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof 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 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.
 5. In order for a proxy appointment, or instruction, 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 & International Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI 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 therefore 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 or her 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.

6. If you are an institutional investor, you may also 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. Your proxy must be lodged by 11.00 a.m. on 21 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
7. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
9. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
10. Copies of all contracts of service and letters of appointment of any Director with the Company are available for inspection at the Company's registered office during business hours on any weekday (Saturdays and public holidays excluded) and will be available for inspection at the place of the meeting 30 minutes before it is held until its conclusion.
11. A copy of this notice can be found at www.normanbroadbent.com. You may not use any electronic address provided in the Notice of AGM or any related document to communicate with the Company for any purpose other than as expressly stated.
12. The Company, pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, specifies that only those shareholders registered in the register of members at close of business two days prior to the meeting shall be entitled to attend and vote, whether in person or by proxy, at the meeting, in respect of the member of ordinary shares registered in their name at that time. Changes to entries in the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned, entitlements to attend and vote will be determined by reference to the register of members of the Company at close of business two days prior to the adjourned meeting.
13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no answer needs to be given if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information or if the answer has already been given on a website in the form of an answer to a question or, finally, if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

