

## Notice of Annual General Meeting

Notice is hereby given that the 83rd Annual General Meeting ("AGM") of Norman Broadbent plc will be held at 10am at 7th Floor Millbank Tower, 21-24 Millbank, London SW1P 4QP (and by Zoom conference software meeting) on 23 June 2022 to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 8 will be proposed as ordinary resolutions and resolution 9 will be proposed as a special resolution:

### Ordinary Resolutions

- 1 To receive and adopt the statement of accounts of the Company for the year ended 31 December 2021 together with the reports of the Directors and Auditors thereon.
- 2 To re-elect Stephen Smith, who is retiring by rotation in accordance with the articles of the Company and who offers himself for re-election as a Director of the Company.
- 3 To re-elect Peter Searle, who only holds office until the date of this AGM in accordance with the articles of the Company and who automatically offers himself up for election.
- 4 To re-elect Kevin Davidson, who only holds office until the date of this AGM in accordance with the articles of the Company and who automatically offers himself up for election.
- 5 To re-elect Devyani Vaishampayan, who only holds office until the date of this AGM in accordance with the articles of the Company and who automatically offers herself up for election.
- 6 To appoint Kreston Reeves LLP as Auditors to act as such until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors of the Company to fix their remuneration.
- 7 That in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the Act):
  - (a) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (those shares and rights being together referred to as Relevant Securities) up to a total nominal value of £200,444 to those persons at the times and generally on the terms and conditions as the directors may determine (subject always to the articles of association of the Company); and further;
  - (b) to allot equity securities (as defined in section 560 of the Act) up to a total nominal value of £ 406,962 (that amount to be reduced by the nominal value of any Relevant Securities allotted under the authority in paragraph a above) in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to those exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of that period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of that period and the directors of the Company may allot relevant securities or equity securities (as the case may be) under that offer or agreement as if the authority conferred by this resolution had not expired.

## Notice of Annual General Meeting

continued

### Special Resolutions

8 That if resolution 7 above is passed, the directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 7 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 that allotment or sale, the authority to be limited to:

8.1 the allotment of equity securities or sale of treasury shares in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to those exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and

8.2 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 8.1 above) up to a total nominal amount of £60,741 representing approximately 10% of the current share capital of the Company,

that authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date that is 15 months following the date of this meeting) but, in each case, before 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 directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

9 That subject to the passing of resolution 7 above, the directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) under the authority given by resolution 7 as if section 561 of the Act did not apply to that allotment up to a total nominal amount of £31,429 in connection with the loan notes of £200,000 nominal each issued to each of Downing Strategic Micro-Cap Investment Trust Plc and Moulton Goodies Limited 50% of which (plus compounded interest) becoming convertible upon the passing of this resolution pursuant to and in accordance with the terms of the secured loan instrument dated 20 May 2022 (a copy of which is available for inspection at the Company's registered office and is also available on the Company's website at [www.normanbroadbent.com](http://www.normanbroadbent.com)) under which such loan notes have been issued.

By order of the Board:



**R Robinson FCA**  
Company Secretary

### Registered Office

Millbank Tower  
21-24 Millbank  
London SW1P 4QP  
[www.normanbroadbent.com](http://www.normanbroadbent.com)

24 May 2022

## Notice of Annual General Meeting

continued

### Notes:

- 1 The Company has arranged for a quorum to be present in person at the 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 10.00 a.m. on 20 June 2022.

For shareholders not wishing to attend the AGM in person, the Company intends to provide access to the AGM by using the conferencing software, Zoom. Shareholders will need to register to attend the meeting by writing to Ms Stephanie Alexander (EA to the CEO) at the Companies registered address, or by emailing to [stephanie.alexander@normanbroadbent.com](mailto:stephanie.alexander@normanbroadbent.com). Deadline for registration is 20 June 2022 and instructions for access to the Zoom meeting will be sent or emailed by 21 June 2022 at the latest. The Company is keen to improve communications with Shareholders and therefore Shareholders are advised to send any questions for the Board at the AGM prior to the meeting in accordance with the instructions included within the Notice of Annual General Meeting. Shareholders will not be able to vote via Zoom, and are therefore strongly urged to vote by appointing the Chair of the meeting as their proxy by completing their form of proxy in accordance with the instructions printed on the form of proxy. This measure is designed to promote the health and wellbeing of the Company's Shareholders, its employees and the wider community, which is of utmost importance.

- 2 A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to exercise his rights to attend, speak and vote at the meeting instead of him/her. 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, Central Square, 10th Floor, 29 Wellington Street, Leeds, LS1 4DL.
- via [www.signalshares.com](http://www.signalshares.com); or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below and in each case must be received by the Company not less than 48 hours before the time of the meeting.

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.

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 & Ireland 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 RA 10) 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

## Notice of Annual General Meeting

continued

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.

- 4 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.
- 5 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.
- 6 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.
- 7 A copy of this notice and other information required by s311A Companies Act 2006 can be found at [www.normanbroadbent.com](http://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.
- 8 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.
- 9 Any member attending the meeting (or viewing by Zoom) 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.
- 10 Votes can be registered online via the registrar's website at [www.signalshares.com](http://www.signalshares.com)

## Officers and Professional Advisors

### Board of Directors

**PETER SEARLE**

Group Chair

**KEVIN DAVIDSON**

Group CEO

**STEPHEN SMITH**

Group CFO/COO

**FIONA McANENA**

Non-Executive Director

**DEVYANI VAISHAMPAYAN**

Non-Executive Director

### Professional Advisors

**COMPANY SECRETARY**

Richard Robinson

**REGISTERED OFFICE**

Millbank Tower  
21- 24 Millbank  
London SW1P 4QP

**COMPANY NUMBER**

318267

**NOMINATED ADVISER & BROKER**

**WH Ireland Limited**

24 Martin Lane  
London EC4R 0DR

**REGISTRARS**

**Link Group**

Central Square  
10th Floor  
29 Wellington Street  
Leeds LS1 4DL

**SOLICITORS**

**Gateley PLC**

1 Paternoster Square  
London EC4M 7DX

**PRINCIPAL BANKERS**

**Metro Bank plc**

One Southampton Row  
London WC1B 5HA

**AUDITORS**

**Kreston Reeves LLP**

168 Shoreditch High Street  
London E1 6RA



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[www.normanbroadbent.com](http://www.normanbroadbent.com)

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