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Hampden & Co. BANKERS

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14 May 2021

To Shareholders of Hampden & Co plc

Notice of Annual General Meeting

The annual general meeting of Hampden & Co plc (the "**Company**") will be held at 09:00 a.m. on Tuesday 8 June 2021 at the Company's offices at 9 Charlotte Square, Edinburgh EH2 4DR (the "**AGM**"). The notice of the AGM is enclosed with this letter.

As you will be aware, in response to the Coronavirus (Covid-19) pandemic, the UK and Scottish Governments have introduced measures to restrict non-essential travel and public gatherings, save where essential for work purposes (the "**Lockdown Measures**"). The Lockdown Measures mean that this year's AGM will be held in a restricted format.

While the Lockdown Measures restrict the Company's ability to follow its usual AGM format, the Company is still legally required to hold an AGM. So, the Board has concluded that, in these circumstances and to ensure shareholders and the Company comply with the Lockdown Measures currently in place, this year's AGM requires to be a closed meeting and **shareholders will not be permitted to attend the meeting**. The AGM will be held to conduct just the required formal business set out in the notice of AGM.

Business to be considered at the Annual General Meeting

The following resolutions will be proposed at the Annual General Meeting:

Ordinary Resolutions

Resolution 1	To receive the Accounts
Resolutions 2 and 3	To re-appoint Deloitte LLP as auditors of the Company and to authorise the Board to determine the remuneration of the auditors
Resolution 4	To authorise the Remuneration Committee of the Board to alter the terms of any non-tax advantaged share options (Tranche 2) granted [or to be granted] under the Company's Share Option Plan
Resolution 5	To authorise a ratio between the fixed and variable components of total remuneration of Remuneration Code Staff that exceeds 1:1, provided the ratio does not exceed 1:2

A copy of the accounts of the Company for the financial period ended 31 December 2020 (the "**Accounts**") is available online at www.hampdenandco.com/investors. If you are unable to access the Accounts online, a paper copy can be supplied on application to Richard Lyon, Company Secretary either by email at investors@hampdenandco.com or by post to our above address.

Further information about all the resolutions to be proposed at the Annual General Meeting is provided in the explanatory note enclosed with this letter. This information is also available online at www.hampdenandco.com/investors.

Action to be taken in respect of the Annual General Meeting

Holders of ordinary shares will find enclosed a Proxy Form for use in connection with the AGM. You are requested to complete and return the Proxy Form in accordance with the instructions printed on it.

If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

Recommendation in respect of the Annual General Meeting

The Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and they unanimously recommend that all shareholders vote in favour of the resolutions.

Online Meeting for Shareholders

Although the Covid-19 pandemic restrictions continue to prevent indoor gatherings, to allow you to hear directly how the Company has performed and to ask questions, Chief Executive Officer Graeme Hartop and I are hosting an online meeting for shareholders in advance of this year's AGM, at which we will present the Company's 2020 results. The meeting will take place on Zoom.

If you would like to join us, please email investors@hampdenandco.com to confirm your email address and to receive a link to register for the meeting.

Date: 27 May 2021

Time: 11am – 12pm

Location: Zoom webinar

Register: Please email investors@hampdenandco.com to receive the registration link

Keeping you up to date

As a forward-thinking socially responsible company, we are committed to reducing our impact on the environment. As part of this effort, we are reducing the amount of paper we use and would like to keep you up to date by email.

If you would like to receive future communications by email, and you have not already confirmed your email address to us, please message us at investors@hampdenandco.com confirming your full name.

Alternatively, please enter your email address on the attached form and return it to us in the prepaid envelope provided.

Yours sincerely



S E C Miller
Chairman