

HAMPDEN & CO PLC
(Registered in Scotland with number SC386922)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hampden & Co plc (**Company**) will be held at 14:00 pm on **Tuesday 14th May 2024** at 9 Charlotte Square, Edinburgh EH2 4DR for the purposes of considering and, if thought fit, passing the resolutions set out below.

ORDINARY RESOLUTIONS

1. To receive the Company's Accounts for the financial period ended 31 December 2023 and the associated reports of the Directors and the auditors.
2. To declare a final dividend of 1.6 pence per share for the financial period ended 31 December 2023 to be paid on **13th June 2024** to the shareholders on the Company's register of members at 5:00 pm on **15th April 2024**.
3. To re-appoint Deloitte LLP as the Company's auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
4. To authorise the Board of Directors of the Company to determine the remuneration of the Company's auditors.
5. To re-appoint GRAEME THOMAS HARTOP as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
6. To re-appoint SIMON EDWARD CALLUM MILLER as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
7. To re-appoint FINLAY FERGUSON WILLIAMSON as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
8. To re-appoint DAVID CHARLES HUNTLEY as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
9. To re-appoint CAROLINE HELEN TAYLOR as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
10. To re-appoint RUPERT ANGUS MACPHERSON as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
11. To re-appoint JONATHAN CHARLES NORMAN PEAKE as director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.

SPECIAL RESOLUTIONS

12. To extend the authorities to allot shares.

That, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £982,678.60 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the close of the Company's 2025 Annual General Meeting, 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 be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

13. To dis-apply statutory pre-emption rights.

That, subject to the passing of resolution 12 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 12, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- i) be limited to the allotment of equity securities up to an aggregate nominal amount of £982,678.60; and
- ii) expire on the close of the Company's 2025 Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Gordon Syme
Company Secretary

Registered Office

9 Charlotte Square
Edinburgh
EH2 4DR

DATED: 17th April 2024

NOTES

Entitlement to Vote

To be entitled to vote at the Annual General Meeting (and for the purpose of determining the votes they may cast) holders of ordinary shares must be registered in the Company's register of members at 5:00 pm on **7th May 2024** (or, if the meeting is adjourned, at 5:00 pm on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to vote at the Annual General Meeting.