

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are outside the United Kingdom.

If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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# gleeson

MJ GLEESON PLC

(incorporated in England and Wales under the Companies Act 2006 with registered number 09268016)

## NOTICE OF ANNUAL GENERAL MEETING 2023

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Published on 17 October 2023

This document should be read as a whole and in conjunction with the accompanying Proxy Form.

Notice of the Annual General Meeting, to be held at **Instinctif Partners, 65 Gresham Street, London, EC2V 7NQ at 11.30 am on Thursday 16 November 2023**, is set out in Part II of this document. Enclosed with this document is a Proxy Form for use in respect of the Annual General Meeting. Full details of how to participate and vote in the meeting are given in Part I of this document. Shareholders are encouraged to vote on all resolutions in advance of the AGM by appointing the Chair of the meeting as your proxy.

For information regarding the Annual General Meeting, visit our website  
[www.mjgleesonplc.com/investors/annual-general-meeting](http://www.mjgleesonplc.com/investors/annual-general-meeting)

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# LETTER FROM THE CHAIRMAN OF MJ GLEESON PLC

(Registered in England and Wales under the Companies Act 2006 with registered number 09268016)  
Registered office: 6 Europa Court, Sheffield Business Park, Sheffield, S9 1XE

## Directors and Officers

James Thomson	Chairman
Graham Prothero	Chief Executive Officer
Stefan Allanson	Chief Financial Officer
Fiona Goldsmith	Non-Executive Director and Senior Independent Director
Christopher Mills	Non-Executive Director
Elaine Bailey	Non-Executive Director
Nicola Bruce	Non-Executive Director
Leanne Johnson	Company Secretary

17 October 2023

## Dear shareholder

### Introduction

I have the pleasure of writing to you with details of the Annual General Meeting (the “AGM”) of MJ Gleeson plc (the “Company”), which is to be held at **Instinctif Partners, 65 Gresham Street, London, EC2V 7NQ at 11.30 am on Thursday 16 November 2023**. The formal notice of the AGM of the Company (the “Notice”) and the resolutions to be proposed at the AGM (the “Resolutions”) are set out on pages 7 to 8 of this document. In addition to the ordinary business of an AGM there are a number of items of special business to be transacted at the meeting.

A copy of our Annual Report and Accounts for the year ended 30 June 2023 (the “Annual Report and Accounts 2023”) is enclosed for those shareholders who have requested a paper copy and is available on our Company’s website at [www.mjgleesonplc.com/investors/reports-and-results/](http://www.mjgleesonplc.com/investors/reports-and-results/)

### Attendance at the Meeting

We would appreciate it if shareholders planning to attend the meeting confirm their attendance to us in advance, by emailing [companysecretary@mjgleeson.com](mailto:companysecretary@mjgleeson.com) by 5.00 pm on Thursday 9 November 2023. This will enable us to make the necessary arrangements to comfortably accommodate shareholders at the venue.

Any changes to the arrangements for the AGM will be announced as soon as practically possible through the Company’s website at [www.mjgleesonplc.com](http://www.mjgleesonplc.com). Therefore, please check the Company’s website regularly in the run up to the meeting.

### Participation and Voting

Your vote counts, and whether or not you intend to be present at the AGM you are encouraged to submit your vote. There are several ways that you can submit your vote:

1. **Hard copy proxy form:** Complete, sign and return the hard copy proxy form to the Company’s registrars, Equiniti Limited, at: Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA
2. **Electronic voting:** The appointment of a proxy and any voting instructions for the meeting may be registered electronically by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk).
3. **CREST:** If you hold a CREST share account, and hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Equiniti Limited (CREST Participant ID: RA19).
4. **Proxymity:** If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, by logging onto [www.proxymity.io](http://www.proxymity.io).

We strongly encourage shareholders that are intending to vote by proxy to appoint the Chairman of the meeting as their proxy rather than a named person who may not be permitted to attend the meeting.

All proxy votes must be received by the Company no later than **11.30 am on Tuesday 14 November 2023**.

The results of the AGM will be announced via a Regulatory Information Service and will be published on our website, [www.mjgleesonplc.com/investors/annual-general-meeting/](http://www.mjgleesonplc.com/investors/annual-general-meeting/), as soon as reasonably practicable after the AGM.

## **Board Composition Changes in the Year**

Dermot Gleeson stepped down as Chairman on 31 December 2022 and was replaced on 1 January 2023 by James Thomson, who stepped down as Chief Executive Officer, after serving three years.

After an in-depth search process supported by a leading search agent, Graham Prothero was appointed as Chief Executive Officer effective from 1 January 2023.

In addition, Nicola Bruce joined the Board as a Non-Executive Director on 24 March 2023 and was appointed as a member of the Audit and Nomination Committees, as well as Chair of the Remuneration Committee.

All directors will stand for election or re-election at the 2023 Annual General Meeting.

Full details of the Board changes are set out in the Nomination Committee Report within the Annual Report and Accounts 2023.

Full Board biographies are contained on page 6 of this document.

## **Recommendation**

Your Directors consider that each of the proposed Resolutions in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of the Resolutions as they intend to do in relation to their own beneficial holdings, amounting in aggregate to 6,837,658 shares (representing approximately 11.71% of the issued share capital of the Company as at 3 October 2023, being the latest practicable date before publication of this document).

Yours faithfully

**James Thomson**  
Chairman

# Explanatory notes regarding the Business of the AGM

Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 17 will be proposed as special resolutions.

## ORDINARY BUSINESS

### Annual Report and Accounts for the year ended 30 June 2023

Resolution 1 deals with the receipt and adoption of the annual financial statements of the Group and the Company, the Strategic Report, the Directors' Report and the Independent Auditors' Report for the year ended 30 June 2023.

### Final dividend in respect of the year ended 30 June 2023

The Board recommends a final dividend payment to shareholders of 9.0 pence per ordinary share. Resolution 2 deals with the recommendation of the Board that a final dividend of 9.0 pence per ordinary share be paid on 24 November 2023 to shareholders on the register at the close of business on 27 October 2023.

### Reappointment and appointment of Directors

The UK Corporate Governance Code published in July 2018 recommends that all directors stand for re-election on an annual basis. Resolutions 3 to 8 deal with the reappointment of James Thomson, Fiona Goldsmith, Christopher Mills, Elaine Bailey, and Stefan Allanson, all of whom offer themselves for reappointment; and the appointment of Nicola Bruce and Graham Prothero.

The Board believes that each Director continues to perform his/her role satisfactorily in order to discharge the Board's duties and responsibilities effectively, and to contribute to the long-term sustainable success of the Company. The Board therefore recommends the appointment or reappointment of your Directors. The biographical details on page 6 are given in support of the Board's recommendation to re-elect each of the Directors of the Group. The Directors' key strengths are set out on pages 104 and 105 of the Annual Report and Accounts 2023.

### Reappointment and remuneration of the Independent Auditors

Resolutions 10 and 11 deal with the reappointment of PricewaterhouseCoopers LLP as Independent Auditors of the Company and the authority for the Directors to determine the Independent Auditors' remuneration.

### Directors' remuneration

Resolution 12 seeks shareholders' approval of the Annual Report on Remuneration as set out on pages 134 to 147 of the Annual Report and Accounts 2023. The Annual Report on Remuneration provides details of the Directors' remuneration for the year ended 30 June 2023 and sets out the way in which the Company has implemented the Directors' Remuneration Policy, which was approved by shareholders at the 2022 AGM. This vote is advisory only.

## SPECIAL BUSINESS

### Share capital

Resolution 13, which will be proposed as an ordinary resolution, seeks to confer on the Directors the authority to allot ordinary shares and other shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company ("relevant securities") up to a maximum aggregate nominal amount of £389,213 (representing approximately one-third of the Company's issued ordinary share capital as at 3 October 2023, being the latest practicable date before publication of this document). This authority will expire fifteen months from the date of the passing of the Resolution or at the conclusion of the next Annual General Meeting, if earlier, and will revoke the previous authorities to the extent that they have not already been utilised. Your Directors have no present intention of issuing any share capital of the Company, save in respect of employee share schemes, but the passing of the Resolution will enable your Directors to take advantage of any opportunities which may arise. As at 3 October 2023 the Company held none of its own shares as treasury shares.

### Disapplication of pre-emption rights

Under section 561 of the Companies Act 2006 (the "2006 Act") all equity securities which a company proposes to issue for cash have to be offered to existing shareholders in proportion to their existing holdings. Your Directors believe that this would be too restrictive to enable the Company to take advantage of opportunities which may arise. Resolution 14 seeks to authorise the Directors to allot equity securities (or sell shares held in treasury) for cash without complying with the statutory pre-emption procedure provided the allotment (or sale) is either (a) in connection with a rights issue, open offer or other pre-emptive issue or sale or (b) is a non-pre-emptive issue or sale for cash which is limited to securities of an aggregate nominal amount of £58,381 which is equivalent to approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 October 2023, being the latest practicable date before publication of this document, in line with institutional investor guidelines.

We are also seeking additional approval, set out in Resolution 15, for disapplication of pre-emptive rights on shares issued for cash up to a further nominal amount of £58,381 which is equivalent to approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 October 2023, being the latest practicable date before publication of this document. This authority can only be exercised for acquisitions or capital investments that the Directors determine fall within the Pre-Emption Group's Statement of Principles.

## Purchase own shares

**Resolution 16**, if passed, will authorise the Company to make one or more market purchases of its own shares having a maximum aggregate nominal value of £116,763, representing 5,838,197 ordinary shares, being equivalent to approximately 10% of the issued share capital as at 3 October 2023, being the latest practicable date before publication of this document. The maximum and minimum prices which may be paid for each ordinary share pursuant to this authority are as specified in Resolution 16. Your Directors have no immediate plans to utilise this proposed authority but consider it desirable for it to be available to provide additional flexibility in the management of the Company's capital resources. The Directors would exercise this authority only if they believed that to do so would be in the interests of the shareholders generally and would be likely to result in an increase in earnings per share ("EPS"). The Directors would also consider whether any EPS targets included in employee share incentive schemes should be adjusted to take account of any buyback. If any shares are purchased pursuant to this authority the Company would intend to cancel those shares rather than hold them in treasury.

## Notice of General Meetings

The 2006 Act increased the notice period required for general meetings of the Company to at least 21 clear days unless shareholders approve a shorter notice period (which cannot, however, be less than 14 clear days) and provided that certain conditions are met.

Annual General Meetings will continue to be held on at least 21 clear days' notice. A condition for the shorter notice period is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility allowing shareholders to appoint a proxy by means of a website. The Company provides this facility (please see "Action to be taken" below and the notes to the Notice of the meeting below for the Company's arrangements for electronic proxy appointments). The other condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days. Therefore, in order to continue to be able to call general meetings (other than Annual General Meetings) on 14 clear days' notice, Resolution 17 seeks such approval. It is intended that the shorter notice would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

## Action to be taken

Accompanying this document is a Proxy Form for use in relation to the AGM. Proxy Forms should be completed and returned in accordance with the instructions printed on them, so that they arrive at the Company's registrar, Equiniti ("Registrar") as soon as possible and in any event not later than 11.30 am on Tuesday 14 November 2023.

Electronic proxy appointment is available for this year's AGM, and shareholders may lodge their proxy appointment and any voting instructions for the meeting by electronic means via [www.sharevote.co.uk](http://www.sharevote.co.uk), the website provided by the Company's Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.



If you hold a CREST share account, and hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Equiniti Limited (CREST Participant ID: RA19).

If you are an institutional investor you may 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](http://www.proxymity.io). Your proxy must be lodged by 11.30 am on Tuesday 14 November 2023 in order to be considered valid. 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.

Please note that all proxy appointments (in hard copy or electronic form), CREST Proxy Instructions and Proxymity Proxy Instructions must be received by the Company's Registrar no later than 11.30 am on Tuesday 14 November 2023.

If you have any questions about the AGM or your shareholding, please contact our Registrar by post at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; by telephone on 0371 384 2030 (from outside the UK +44 (0)371 384 2030) (lines are open from 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales); or for shareholders who have already registered with the Registrar's online portfolio service Shareview at [www.shareview.co.uk](http://www.shareview.co.uk).



## Board Biographies

### James Thomson – Chairman

Appointed to the Board in June 2019 as interim Chief Executive Officer and appointed to the role permanently in December 2019. James stepped down as Chief Executive Officer on 31 December 2022 and was appointed as Chairman with effect from 1 January 2023.

James was previously Chief Executive of Keepmoat Homes. Prior to Keepmoat, James was Group Finance Director and Chief Operating Officer of DTZ (now part of Cushman & Wakefield). He qualified as a Chartered Accountant with PricewaterhouseCoopers and spent ten years in investment banking with HSBC and Deutsche Bank. James is a local authority councillor for the City of London, Chairman of the City of London Police Authority Board, and is a non-executive board member of the Serious Fraud Office.

### Fiona Goldsmith – Non-Executive Director and Senior Independent Director

Appointed to the Board in October 2019

Fiona has extensive experience in finance. Following qualification at KPMG, Fiona held executive finance roles at First Choice Holidays plc and Land Securities Group plc. Fiona is currently a non-executive director and Chair of the Audit Committee at Safestyle UK plc and a non-executive director and Chair of the Audit Committee of KCOM Group Limited. Fiona is Chair of the Company's Audit Committee and the Board's Workforce Representative.

### Christopher Mills – Non-Executive Director

Appointed to the Board in January 2009

Christopher is the founder and managing director of Harwood Capital Management Group and was Chief Investment Officer of J O Hambro Capital Management Limited from 1993 to 2011. He is also Chief Executive and Investment Manager of North Atlantic Smaller Companies Investment Trust PLC, a UK listed investment trust. Christopher is a non-executive director of several private and publicly quoted companies.

### Elaine Bailey – Non-Executive Director

Appointed to the Board in March 2021

Elaine has extensive experience in housing, engineering, construction and government services. She was previously CEO of the Hyde Housing Association. Elaine is a chartered member of the Institution of Structural Engineers. She also has a number of non-executive roles including at Residential Secure Income plc, McCarthy & Stone (Shared Ownership) Limited and Andium Homes. Elaine is Chair of the Company's Sustainability Committee.

### Nicola Bruce – Non-Executive Director

Appointed to the Board in March 2023

Nicola is experienced in strategy and development and has previously held senior appointments in a range of private and listed companies. Nicola is currently a non-executive director and Chair of the Remuneration Committee of Stelrad Group plc and Ibstock plc, a non-executive director at OFWAT and the Senior Independent Director and Chair of the Remuneration Committee of the Anchor Hanover Group. Nicola is Chair of the Company's Remuneration Committee.

### Graham Prothero – Chief Executive Officer

Appointed to the Board in January 2023

Graham has extensive industry experience and was previously Chief Operating Officer at Vistry Group plc and Chief Executive of Galliford Try plc. Graham is a Fellow of the Institute of Chartered Accountants and was previously a partner at Ernst and Young LLP. Graham is currently the Senior Independent Director and Chair of the Audit Committee of Marshalls plc, and on the board of The Jigsaw Trust.

### Stefan Allanson – Chief Financial Officer

Appointed to the Board in July 2015

Stefan joined the Group in June 2015 as Chief Financial Officer designate from Keepmoat Homes where he held the Deputy Chief Financial Officer role. Stefan qualified as an accountant in 1994, following which he held senior finance roles at Honda Motor Co, BTP plc, The Skills Market, The Vita Company and Tianhe Chemicals. Stefan is a non-executive director and Chair of the Audit and Risk Committee of Norcross plc.

## NOTICE OF ANNUAL GENERAL MEETING (the “Notice”)

Notice is hereby given that the Annual General Meeting of MJ Gleeson plc (registered in England and Wales 09268016) (the “Company”) will be held at Instinctif Partners, 65 Gresham Street, London, EC2V 7NQ at 11.30 am on Thursday 16 November 2023 for the purposes set out below.

### ORDINARY BUSINESS

#### To consider and, if thought fit, pass the following ordinary resolutions:

1. To receive and adopt the Directors’ Report, the Strategic Report and the financial statements together with the Independent Auditors’ Report for the year ended 30 June 2023.
2. To approve the recommendation of the Directors that a final dividend of 9.0 pence per ordinary share be declared.
3. To reappoint James Thomson who offers himself for reappointment, as a Director of the Company.
4. To reappoint Fiona Goldsmith, who offers herself for reappointment, as a Director of the Company.
5. To reappoint Christopher Mills, who offers himself for reappointment, as a Director of the Company.
6. To reappoint Elaine Bailey, who offers herself for reappointment, as a Director of the Company.
7. To appoint Nicola Bruce, who offers herself for appointment, as a Director of the Company.
8. To appoint Graham Prothero, who offers himself for appointment, as a Director of the Company.
9. To reappoint Stefan Allanson, who offers himself for reappointment, as a Director of the Company.
10. To reappoint PricewaterhouseCoopers LLP as Independent Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at which the financial statements are to be laid.
11. To authorise the Directors of the Company to determine the Independent Auditors’ remuneration.
12. To approve the Annual Report on Remuneration set out on pages 134 to 147 of the Annual Report and Accounts for the year ended 30 June 2023.

### SPECIAL BUSINESS

#### To consider and, if thought fit, pass the following ordinary resolution:

13. That for the purposes of section 551 of the Companies Act 2006 the Directors be generally and unconditionally authorised in accordance with Article 8 of the articles of association of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (“relevant securities”) up to a maximum nominal amount of £389,213 (being the “Section 551 Amount” for the purposes of such Article 8) for a period expiring at the conclusion of the Company’s next Annual General Meeting or 15 months from the date of the passing of this Resolution, if earlier (being the “prescribed period” for the purposes of such Article 8), upon the terms set out in such Article 8, and that all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable under section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or right to be granted to subscribe for or convert any securities into shares in the Company on or after that date).

#### To consider and, if thought fit, pass the following special resolutions:

14. That, if Resolution 13 is passed, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale; such authority to be limited to:
  - a) the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,and so that the Directors may impose any limits, exclusions or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and
  - b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a maximum nominal amount of £58,381, such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 15 February 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.



15. That, if Resolution 13 is passed, the Directors be authorised, in addition, to any authority granted under Resolution 14, to allot equity securities (as defined in section 560 of the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale; such authority to be:
- a) limited to the allotment of equity securities or sale of treasury shares up to a maximum nominal amount of £58,381; and
  - b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying 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 next Annual General Meeting of the Company (or, if earlier, at the close of business on 15 February 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.
16. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693 (4) of the Companies Act 2006) on the London Stock Exchange of any of its own ordinary shares provided that:
- (i) the maximum number of ordinary shares which may be acquired pursuant to this authority is £116,763 ordinary shares in the capital of the Company;
  - (ii) the minimum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the nominal value of each ordinary share;
  - (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the highest of:
    - (a) an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased; and
    - (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
  - (iv) unless previously revoked or varied, this authority expires on whichever is the earlier of:
    - (a) the date 15 months from the date of the passing of this Resolution; or
    - (b) the conclusion of the next Annual General Meeting of the Company; and
  - (v) the Company may make a contract or contracts to purchase its own ordinary shares under this authority prior to the expiry of such authority which will or may be executed by the Directors wholly or partly after the expiry date of such authority, and may make a purchase of its own ordinary shares in pursuance of any such contract or contracts.
17. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

**L Johnson**  
Company Secretary

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A copy of all contracts of service and letters of appointment between the Company and its Directors may be inspected at the Company's registered office during normal business hours on any weekday (excluding public holidays) from the date of this Notice until the date of the Annual General Meeting.
2. A shareholder may appoint one or more named person(s) to attend, speak and vote on his or her behalf at the Annual General Meeting. However, shareholders are encouraged to appoint only the Chairman of the meeting as his or her proxy rather than appointing any other named person(s) who may not be permitted to attend the meeting. Shareholders can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form. Details of how to appoint the Chairman of the meeting as a proxy using the Proxy Form are set out in these notes and in the notes to the Proxy Form.
3. A proxy may be appointed by any of the following methods:
  - completing and returning the enclosed hard copy Proxy Form (and any power of attorney or other authority under which it is executed or a notarially certified copy thereof) and depositing it with the Company's registrars, Equiniti Limited, at the address below;
  - registering the proxy appointment electronically, along with any voting instructions for the meeting via [www.sharevote.co.uk](http://www.sharevote.co.uk). Full details of the procedures are given on the website;
  - in the case of a CREST member, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - in the case of an institutional investor, by utilising the Proxymity service in accordance with Proxymity's associated terms and conditions (which can be accessed via [www.proxymity.io](http://www.proxymity.io)).
4. To be valid, any hard copy Proxy Form or other instrument appointing the proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or other authority must be lodged with the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 11.30 am on Tuesday 14 November 2023. Any amendments that the shareholder makes to the Proxy Form must be initialled by him/her.
5. As an alternative to completing and returning the hard copy Proxy Form, you may submit your proxy appointment electronically by accessing [www.sharevote.co.uk](http://www.sharevote.co.uk). To be valid any electronic Proxy Form must be received by the Company's registrars, Equiniti Limited, no later than 11.30 am on Tuesday 14 November 2023.
6. A hard copy Proxy Form is enclosed and instructions for use are shown on the form.
7. 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 the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "2006 Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
10. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3 to 6 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.
11. Only those shareholders who are registered on the register of members of the Company at 6.30 pm on Tuesday 14 November 2023, or, if the meeting is adjourned, shareholders entered on such register 48 hours (excluding non-working days) before the time fixed for the adjourned meeting are entitled to vote in respect of the number of shares registered in their names at the time. Changes to entries on the register of members after 6.30 pm on Tuesday 14 November 2023 or, if the meeting is adjourned, not less than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting, will be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
12. As at 3 October 2023 (which is the latest practicable date before publication of this notice) the Company's issued share capital consists of 58,381,973 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 3 October 2023 are 58,381,973.

13. CREST members who wish to appoint the Chair as a proxy by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournments of it by utilising the procedures described in the CREST Manual. CREST personal members and 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.
14. In order for a proxy appointment 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 specifications and must contain the information required for such instructions as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is 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 (CREST participant ID: RA19) by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & International Limited 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 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 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 services provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
18. In order to revoke a proxy instruction and terminate the authority of a person to act as proxy this may be done by notice in writing delivered to the Registrar not later than the last time at which a Proxy Form should have been received to be valid in accordance with notes 4 and 5 above.
19. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to:
  - (i) the audit of the Company’s accounts (including the Independent Auditors’ report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
  - (ii) any circumstance connected with the Independent Auditors of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company’s Independent Auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on a website under section 527 of the 2006 Act.
20. Any corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that where more than one corporate representative is appointed, they do not do so in relation to the same shares.
21. Any member attending the AGM has the right to ask questions. The Company will direct the Board to answer any such question relating to the business being dealt with at the meeting but no such answer need to be given if, in the absolute direction of the chair of the meeting:
  - a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b) the answer has already been given on a website in the form of an answer to a question; or
  - c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
22. A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at [www.mjgleesonplc.com](http://www.mjgleesonplc.com).

23. Under sections 338 and 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company:
- a) to give to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting, in accordance with section 338 of the 2006 Act, and/or
  - b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved, or a matter may properly be included, in the business, in accordance with section 338A of the 2006 Act, unless:
    - (i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
    - (ii) (in each case) it is defamatory of any person; or
    - (iii) (in each case) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

24. Any website or electronic address (within the meaning of section 333(4) of the 2006 Act) provided either in this Notice of Annual General Meeting or in any related documents (including the Chairman's letter and the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.