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08/09/2017

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COMPANIES HOUSE

# Notice of Annual General Meeting

**Notice is hereby given** that the one hundred and eighteenth Annual General Meeting of the Company will be held at Gallery Level, Business Design Centre, 52 Upper Street, London, N1 0QH on Wednesday 23rd August 2017 at 12.30pm. Resolutions 1 to 9 inclusive will be proposed as ordinary resolutions, and resolutions 10 and 11 will be proposed as special resolutions.

## Ordinary business

1. To receive and adopt the Directors' Report and Accounts for the year ended 31 March 2017 together with the Independent Auditor's report thereon. *DAJ*
2. To declare the final dividend recommended by the directors on the ordinary shares of the Company. *DAJ*
3. To re-elect Fabian French as a director, who retires by rotation. *DAJ*
4. To re-elect Meryl Bushell as a director, who retires by rotation. *DAJ*
5. To re-elect Chris Sutton as a director, who retires by rotation. *DAJ*
6. To re-elect Piers Latham as a director, who retires by rotation. *DAJ*
7. To re-appoint RSM UK Audit LLP, Chartered Accountants, as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company, at a remuneration to be determined by the directors. *DAJ*
8. To extend the rules of the James Latham plc Savings Related Share Option Scheme for a further period of ten years from the date of this meeting. *DAJ*

## Special business

9. Directors authority to allot shares: To consider, and if thought fit, pass the following resolution: "THAT in substitution for all existing authorities, to the extent unused, the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of £1,680,000 provided that this authority shall expire at the earlier of the conclusion of the Company's next Annual General Meeting or 15 months from the date of the passing of this resolution and that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements notwithstanding that the authority conferred has expired. The expression 'equity securities' and 'allotment' shall bear the same meanings respectively given to the same in section 560 Companies Act 2006." *DAJ*
10. Disapplication of pre-emption rights: To consider, and if thought fit, pass the following resolution: "THAT subject to the passing of the previous Resolution 9, pursuant to section 571 of the Companies Act 2006, section 561 of the Companies Act 2006 shall not apply to any allotment or agreement to allot equity securities pursuant to the authority conferred by Resolution 9:

(a) this power shall be limited to:

- (i) the allotment of equity securities in connection with or subject to an offer or invitation, open for acceptance for a period fixed by the Directors, to the holders of Ordinary Shares on the register on a fixed record date in proportion (as nearly as maybe) to their respective holdings or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with the fractional entitlements which would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory or otherwise how so ever); and

- (ii) other than pursuant to paragraph (a)(i) of this Resolution, the allotments of equity securities for cash up to an aggregate nominal amount of £252,000; and

(b) this power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date after passing of this Resolution except that the Directors may allot equity securities under this power after that date to satisfy an offer or agreement made before this power expired. *DAJ*

## 11. Authority of the Company to purchase its own shares:

To consider and, if thought fit, pass the following resolution: "THAT the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 (4) of the Companies Act 2006) of its Ordinary Shares of 25p each provided that:

- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 2,016,000 (representing 10% of the issued share capital of the Company);
- (b) the price at which Ordinary Shares may be purchased shall not be more than 105% of the average of the closing middle market price for the Ordinary Shares as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days preceding the date of purchase and shall not be less than 25p per Ordinary Share (in both cases exclusive of expenses); and
- (c) this power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution." *DAJ*

By Order of the Board  
**D.A. Dunmow**  
 Company Secretary

Registered Office: Unit 3, Swallow Park, Finway Road Hemel Hempstead, Hertfordshire HP2 7QU

21 June 2017

*I certify that all the above resolutions were passed unanimously*  
*DAJ*