
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take you should immediately seek advice from your stockbroker, bank manager, solicitor, accountant or other independent professional advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in SIG plc, please forward this document and the Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through **whom the sale or transfer was effected, for transmission to the purchaser or transferee.**



(Registered in England No. 00998314)

Chairman's Letter to Shareholders and Notice of Annual General Meeting

The Annual General Meeting is to be held
**at the offices of SIG West London,
Valor Park, Mathisen Way, Colnbrook, Slough SL3 0HF**

on Thursday 13 May 2021 at 10am

The Notice of Annual General Meeting is set out on pages 7 to 14 of this Document.

A Form of Proxy for use at the Annual General Meeting is enclosed.

SIG plc

(Registered in England No. 00998314)

In light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to appoint the Chairman of the Meeting as their proxy or representative as any other persons so appointed will not be permitted to attend the AGM.



DIRECTORS:

Andrew Allner
Steve Francis
Ian Ashton
Shatish Dasani
Bruno Deschamps
Kath Durrant
Gillian Kent
Simon King
Alan Lovell
Christian Rochat

REGISTERED OFFICE

10 Eastbourne Terrace
London
W2 6LG

7 April 2021

Dear Shareholder,

ANNUAL GENERAL MEETING 2021

NOTICE OF MEETING

I am writing to explain in detail the items of business contained in the Notice of Annual General Meeting (the "AGM") of SIG plc (the "Company"), to be held at 10am on Thursday 13 May 2021 at the offices of SIG West London, Valor Park, Mathisen Way, Colnbrook, Slough SL3 0HF. The formal Notice of AGM of the Company is set out on pages 7 to 14 of this document and explanation of the business to be considered and voted on at the AGM is set out on pages 3 to 6.

IMPACT OF COVID-19

The Company has been closely monitoring developments relating to the COVID-19 pandemic, including public health guidance. The current arrangements for the AGM are described below. **Any changes to these arrangements will be communicated to shareholders via the Company's website at www.sigplc.com.**

ATTENDANCE AT THE AGM

At the time of writing, compulsory government measures are in force restricting public gatherings and restrictions are expected to continue beyond the date of the AGM on 13 May 2021. In light of these measures, shareholders must not attend the AGM in person and anyone seeking to attend in person will be refused entry. The Company will make arrangements for a quorum to be present to transact the formal business of the meeting as set out in the notice.

The AGM is an important part of the annual cycle of the Company. The Company has given considerable thought as to how best to engage with shareholders at the AGM this year due to restrictions on public gatherings and travel as a result of the COVID-19 pandemic.

We are pleased to confirm that we have made arrangements hold our 2021 AGM as a combined physical and electronic meeting (known as a "hybrid" meeting). This means that although current restrictions mean shareholders will not be permitted to attend the physical location for the AGM in person, shareholders will be able to attend, ask questions and vote at the AGM remotely through an electronic platform.

REMOTE ACCESS TO THE AGM

In order to participate at the AGM remotely, you will need to visit **meetings.computershare.com/MTQMWU9** on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. **It is highly recommended that you check your system capabilities in advance of the meeting day.**

If you are a shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy. If you are an appointed proxy or a corporate representative you will have had to be provided with a unique control number to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than one hour before the start of the meeting.

Further details on how to attend the AGM, ask questions and vote at the AGM remotely are set out in Appendix 2 of this document.

As you will not be able to attend in person, and even if you intend to attend the AGM through electronic access, we strongly encourage you to vote in advance or to appoint the Chairman as your proxy. If you appoint someone other than the Chairman of the meeting as your proxy, that person may not be able to attend the AGM in person or cast your votes. Further information on how to appoint a proxy is set out on pages 10 to 11.

ANNUAL REPORT AND ACCOUNTS (RESOLUTION 1)

The Chairman will present the Annual Report and Accounts of the Company for the year ended 31 December 2020 to the 2021 AGM.

DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

The Directors' Remuneration Report is set out in the Annual Report and Accounts on pages 107 to 131. Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director.

The report gives details of the Directors' remuneration for the year ended 31 December 2020. The report also includes a statement from the Chair of the Remuneration Committee and details of the Remuneration Committee's representations and activities. The Company's Auditor, Ernst & Young LLP, have audited those parts of the Directors' Remuneration Report which are required to be audited and their report is issued in the Annual Report and Accounts.

ELECTION/RE-ELECTION OF DIRECTORS (RESOLUTIONS 3 TO 12)

All Directors are seeking election or re-election in accordance with the requirements of the UK Corporate Governance Code 2018.

Five Non-Executive Directors and one Executive Director have been appointed to the Board since the last AGM and will therefore be standing for election.

Simon King was appointed as an independent Non-Executive Director on 1 July 2020; Bruno Deschamps and Christian Rochat were appointed as Non-Executive Directors on 10 July 2020; Kath Durrant was appointed as an independent Non-Executive Director and the Chair of the Remuneration Committee of the Company on 1 January 2021; Shatish Dasani was appointed as an independent Non-Executive Director and the Chair of the Audit Committee of the Company on 1 February 2021; Ian Ashton was appointed as an Executive Director on 1 July 2020.

The Directors standing for re-election are Andrew Allner, Steve Francis, Gillian Kent and Alan Lovell.

It is the view of the Board that each of the independent Non-Executive Directors standing for election or re-election brings considerable management experience and independent perspective to the Board's discussions and is considered to be independent of management and free from relationship or circumstance that could affect, or appear to affect, the exercise of their independent judgment. The two non-independent Directors were nominated by CD&R as part of the relationship agreement the Company entered into with CD&R dated 29 May 2020. The Board believes that the contribution made by each of Bruno and Christian has been invaluable and each brings independent thought and challenge to the Board, and both are already making a positive difference.

Brief biographical notes for each of the Directors standing for election or re-election, including details of their contribution and how it is and continues to be important to the Company's long-term sustainable success, are included on pages 15 to 17 of this document.

The Board has confirmed, following a performance review, that the Non-Executive Directors standing for election or re-election continue to perform effectively and demonstrate commitment to their roles. The Board considers that the Executive Directors are currently performing effectively and demonstrating commitment to their roles. I strongly recommend that you vote in favour of the election or re-election of the Directors.

The Board confirms that each Director is able to dedicate sufficient time to their role and responsibilities, see page 75 of the Annual Report for further details.

RE-APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION (RESOLUTIONS 13 AND 14)

Resolution 13 relates to the re-appointment of Ernst & Young LLP, as the Company's Auditor to hold office until the next AGM of the Company.

Resolution 14 authorises the Audit Committee of the Board to set the external Auditor's remuneration.

AUTHORITY TO ALLOT EQUITY SECURITIES (RESOLUTION 15)

Resolution 15 deals with the Directors' authority to allot shares.

At the last AGM of the Company held on 30 June 2020, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £39,437,132 representing approximately two-thirds of the Company's then issued ordinary share capital. This authority expires at the end of the 2021 AGM. Resolution 15 will, if passed, renew this authority on the basis of the Company's enlarged issued share capital.

The issued share capital of the Company increased on 10 July 2020 by £58,999,999.50 comprising 589,999,995 ordinary shares of 10 pence each in the capital of the Company following the successful firm placing, placing and open offer by the Company. As at 26 March 2021, the Company's issued share capital is £118,155,697.70 comprising 1,181,556,977 ordinary shares of 10 pence each.

The Investment Association ("IA") guidelines on Directors' authority to allot shares states that IA members will treat as routine, a request for authority to allot shares representing up to one-third of the Company's issued share capital. In addition, they will treat as routine a request to allot shares representing an additional one-third of the Company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

ANNUAL GENERAL MEETING

In light of these guidelines, the Board considers it appropriate that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £78,770,466, representing the guideline limit of approximately two-thirds of the Company's issued ordinary share capital as at 26 March 2021 (the latest practicable date prior to the publication of this document). Of this amount, £39,385,233 (representing approximately one-third of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue. The power will last until the conclusion of the next AGM of the Company or, if earlier, 13 May 2022. The Directors have no present intention of exercising this authority.

As at the date of this letter, the Company does not hold any ordinary shares in the capital of the Company in treasury.

DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS (RESOLUTIONS 16 AND 17)

Resolutions 16 and 17 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 15 above for cash without complying with the pre-emption rights in the Companies Act 2006 in limited circumstances.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the "Pre-Emption Principles"). The Pre-Emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority over 5% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority over a further 5% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the six month period preceding the announcement of the issue.

Resolution 16 will permit the Directors to allot:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of £78,770,466 representing two-thirds of the Company's issued share capital as at 26 March 2021 (being the last practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is, including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- (b) equity securities for cash and sell treasury shares up to an aggregate nominal value of £5,907,785 which represents 5% of the issued ordinary share capital of the Company as at 26 March 2021 (being the last practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offering to existing shareholders.

Resolution 17 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £5,907,785, representing a further 5% of the issued ordinary share capital of the Company otherwise than in connection with a pre-emptive offer to existing shareholders for the purpose of financing a transaction (or refinancing within six months of the transaction) which the Directors determine to be an acquisition or other capital investment as contemplated by the Pre-Emption Principles. The Directors believe that it is appropriate to seek this additional 5% authority in Resolution 17 to give the Company the flexibility that this resolution affords.

The Directors have no present intention of exercising these authorities to issue ordinary shares. Were the Board to exercise these authorities, it confirms that it will make disclosures in the announcement regarding the issue, and in the subsequent Annual Report, such as those contemplated in the Pre-Emption Group guidance issued in May 2016.

The Board confirms that, in accordance with the Pre-Emption Principles, it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders (except in relation to an issue pursuant to Resolution 17) without prior consultation with shareholders.

The authorities contained in Resolutions 16 and 17 will expire upon the expiry of the authority to allot shares conferred in Resolution 15, being the earlier of the end of the next AGM of the Company or 13 May 2022.

AUTHORITY TO PURCHASE ORDINARY SHARES (RESOLUTION 18)

It is a requirement of Section 693 of the Companies Act 2006 that a company shall not make a market purchase of its own shares unless the purchase has first been authorised by the Company in general meeting. Accordingly, Resolution 18 to be proposed at the 2021 AGM as a Special Resolution gives the Directors power to make market purchases of the Company's shares up to a maximum of 118,155,698 shares (representing approximately 10% of the current issued ordinary share capital of the Company as at 26 March 2021 (the latest practicable date prior to the publication of this document)). This power will expire on the conclusion of the next AGM of the Company or, if earlier, 13 May 2022. It is intended that purchases will only be made on the London Stock Exchange.

The Directors believe that it is in the best interests of all shareholders that the Company should have the flexibility to make market purchases of its own shares; however, this is not intended to imply that the shares will be purchased.

The Directors would make such purchases only if it would be in the best interests of shareholders generally (taking into account, for

example, the financial resources of the Company, the Company's share price and future funding opportunities) and if such purchases would result in an increase in earnings per share.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to the treasury shares. If Resolution 18 is passed at the 2021 AGM, it is the Company's intention to hold any shares purchased in treasury for use in connection with the Company's employee share schemes. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. The Company currently holds no ordinary shares in treasury.

The Directors have no current intention of using the powers sought under Resolution 18 but as noted above, consider it advisable to pass this Resolution in order that they can be prepared to take advantage of future situations which may arise.

As at 26 March 2021 (the latest practicable date prior to the publication of this document), there were options outstanding over 3,050,000 ordinary shares in the capital of the Company representing 0.26% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares being sought in Resolution 18, and the existing authority to purchase ordinary shares taken at last year's annual general meeting (which expires at the end of the 2021 AGM) were exercised in full, these options would represent 0.29% of the Company's issued ordinary share capital.

LENGTH OF NOTICE OF GENERAL MEETINGS OTHER THAN AGMS (RESOLUTION 19)

Resolution 19 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 clear days' notice.

General meetings (other than AGMs) must be held on 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website.

The Directors are proposing Resolution 19 as a Special Resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval of this resolution will be effective until the end of the next AGM of the Company, when it is intended that the approval will be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and whether it is thought to be to the advantage of shareholders as a whole.

CAPITAL REDUCTION (RESOLUTION 20)

The Company currently has negative distributable reserves of approximately £217.1m. The Company requires distributable reserves in order to, amongst other matters, make distributions or pay dividends to shareholders. The Company is therefore unable at present to make distributions or pay dividends. The Directors are proposing to cancel the Company's share premium account (the "Capital Reduction") in order (1) to eliminate the current negative distributable reserves balance and (2) to create distributable reserves. Assuming that the Capital Reduction becomes effective, the Company would expect to have distributable reserves of approximately £230.6m following the Capital Reduction becoming effective.

Under the Companies Act 2006, the share premium account is treated as if it were part of the share capital of the Company and is not available for distribution to shareholders. If the Capital Reduction becomes effective, it will create funds that are available for distribution to shareholders. This will be achieved by the cancellation of the share premium account as part of a Court-confirmed reduction in capital. Resolution 20, which will be proposed as a special resolution, provides the requisite authority under the Companies Act 2006 for the cancellation.

The rationale for the Capital Reduction is to provide the Company with the ability to pay dividends in the future. The Company is not proposing to pay a final dividend for 2020. Under the terms of the Company's borrowing arrangements, the payment of dividends is subject to a number of conditions, including that at the relevant time the Company's leverage is less than 2.25x (including on a look-forward basis). Additionally, even where such conditions are satisfied, any interim dividend for 2021 is limited to a total of £3million.

Shareholders should note that the Capital Reduction itself will not involve any return of capital to shareholders or any reduction of the Company's net assets. The Capital Reduction will not change the number of ordinary shares in issue or paid up share capital of the Company or change any rights attaching to the ordinary shares.

The Capital Reduction is conditional upon: (i) the passing of Resolution 20 as a special resolution; (ii) the confirmation of the High Court of England and Wales (the "Court"); (iii) the registration of the Court's order confirming the Capital Reduction by the Registrar of Companies; and (iv) it not otherwise being prohibited under applicable law or regulation. Before giving its confirmation, the Court will need to be satisfied that the Capital Reduction does not put any of the Company's creditors at risk of not being paid when due. The Court shall determine whether any protection is required for the creditors and, if so, what form it should take. If required to do so, the Company will put in place such form of creditor protection as the Court determines and which is acceptable to the Company.

ANNUAL GENERAL MEETING Continued

If Resolution 20 is passed, the Company intends to take the necessary steps to effect the Capital Reduction in June 2021 (subject to available Court dates). Please note that there are circumstances in which the Directors might decide not to proceed with the Capital Reduction, including the Court imposing conditions on its confirmation which are not satisfactory to the Company, and as such the Directors reserve the right not to proceed with the Capital Reduction at their sole discretion.

ALTERATION OF ARTICLES OF ASSOCIATION (RESOLUTION 21)

Resolution 21 is a resolution to adopt amended articles of association of the Company.

The Directors are proposing that the Company adopt new articles of association in place of the current articles of association (which were adopted in 2010) to reflect changes in company law and market practice. The principal changes in the new articles of association are:

- updated provisions to provide greater flexibility for the Company to decide the format and arrangements for holding a general meeting (Article 44 and Article 53) and further clarifying changes on the procedure for general meetings and to postpone general meetings (Articles 45 and 46). Voting in respect of all resolutions at a “hybrid” meeting must be decided on a poll. For the avoidance of doubt, the revisions do not permit virtual-only or electronic-only general meetings to be convened; and
- updated provision on directors’ fees to increase from £500,000 to £800,000 the amount that can be paid to non-executive directors (including the chairman) by way of fees for their services (Article 98).

The proposed increase in the aggregate limit on fees payable to non-executive directors in any one year from £500,000 to £800,000 in part reflects the additional number of non-executive directors following CD&R’s investment in July 2020. The Board now comprises two executive directors and eight non-executive directors: the chairman, two non-independent directors (appointed by CD&R) and five independent directors. Five independent non-executive directors are required to ensure that the Board remains compliant with Provision 11 of the UK Corporate Governance Code 2018. The new aggregate limit on fees is intended to provide sufficient flexibility in setting the level of non-executive directors’ fees and the number of non-executive directors in the future. The aggregate limit on fees has not been increased since 2007.

Further changes have been made to update the articles of association. These changes are summarised in Appendix 1 of this document.

The revised articles of association, together with a marked up version of the new articles of association to show the changes proposed, are available: (i) during normal business hours on any business day from the date of dispatch of the notice convening the meeting until the close of the meeting at the Company’s registered office and (ii) on our website at: sigplc.com/investors/information-for-shareholders/agm-notice-and-results. Subject to government guidance, copies of both the current articles of association and the new articles of association will also be available for inspection at the place of the 2021 AGM for at least 15 minutes prior to, and during, the 2021 AGM.

NOTICE OF PUBLICATION OF ANNUAL REPORT AND ACCOUNTS

Notice is hereby given that the SIG plc Annual Report and Accounts 2020 has been published on the Company’s website (www.sigplc.com). It can be accessed by going to the Company’s home page, clicking on the Investors section of the website and then going to Reports and Presentations. If you have elected to receive shareholder correspondence in hard copy, then the Annual Report and Accounts will accompany this Notice. Should you wish to change your election at any time, you can do so by contacting our Registrars, Computershare, on 0370 707 1293. Operator assistance is available between 08.30 and 17.30 each business day. Callers from outside the UK should dial +44 370 707 1293.

RECOMMENDATION

The Board considers that all the Resolutions set out in the 2021 Notice of Annual General Meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the proposed Resolutions as they intend to do in respect of their personal shareholdings in the Company, which, in aggregate, amount to 1,637,901 shares representing 0.139% of the issued ordinary share capital of the Company.

VOTING AT THE AGM

Your vote is important and I would encourage you, regardless of the number of shares you own, to complete, sign and return the Form of Proxy so as to reach the Company’s Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, not less than 48 hours before the time fixed for the holding of the 2021 AGM. Alternatively, Shareholders may also register their proxy appointment and voting instructions electronically. Please refer to the notes on pages 10 to 11 of this document for further details on how to appoint a proxy and vote electronically. Please appoint the Chairman of the AGM as your proxy, with voting instructions, to ensure your vote is counted; other named proxies will not be allowed to attend the AGM. The deadline for the receipt by our Registrars of all proxy appointments is 10 am on 11 May 2021. Voting will be on a poll this year.

Yours faithfully



Andrew Allner
Chairman

SIG PLC NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of the members of SIG plc ("the Company") will be held at SIG West London, Valor Park, Mathisen Way, Colnbrook, Slough SL3 0HF on 13 May 2021 at 10am (the "2021 AGM" or the "Meeting") to consider and, if thought fit, to pass Resolutions 1 to 15 inclusive as ordinary resolutions and Resolutions 16 to 21 inclusive as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the financial statements for the year ended 31 December 2020 together with the reports of the Directors and Auditor thereon.
2. To approve the Annual Statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report for the year ended 31 December 2020 set out on pages 107 to 131 (inclusive) in the Annual Report and Accounts (other than the Directors' Remuneration Policy set out on pages 124 to 131 (inclusive) in the Annual Report and Accounts).
3. To re-elect Andrew Allner as a Director.
4. To re-elect Steve Francis as a Director.
5. To elect Ian Ashton as a Director.
6. To elect Shatish Dasani as a Director.
7. To elect Bruno Deschamps as a Director.
8. To elect Kath Durrant as a Director.
9. To elect Simon King as a Director.
10. To re-elect Gillian Kent as a Director.
11. To re-elect Alan Lovell as a Director.
12. To elect Christian Roachat as a Director.
13. To re-appoint Ernst & Young LLP as Auditor to the Company, to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.
14. To authorise the Audit Committee of the Board to determine the Auditor's remuneration.
15. That the Directors of the Company be and they are hereby 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 shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company ("Rights"):
 - (a) up to an aggregate nominal amount of £39,385,233; and
 - (b) up to a further aggregate nominal amount of £39,385,233 provided that: (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter, provided that this authority shall expire at the end of the next annual general meeting of the Company or, if earlier, on 13 May 2022, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights to be and are hereby revoked.

SIG PLC NOTICE OF ANNUAL GENERAL MEETING Continued

SPECIAL RESOLUTIONS

16. That, if Resolution 15 is passed, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 16) to any person or persons up to an aggregate nominal amount of £5,907,785 (being approximately 5% of the issued ordinary share capital of the Company as at 26 March 2021),

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 13 May 2022 but, in each case, prior to its expiry the Company be entitled to make offers or agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors shall be entitled to allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. That if Resolution 15 is passed and in addition to any authority granted under Resolution 16, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if Section 561(1) 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 nominal amount of £5,907,785 (being approximately 5% of the issued ordinary share capital of the Company as at 26 March 2021); 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 Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 13 May 2022, 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.

18. That the Company be generally and unconditionally authorised, pursuant to and in accordance with Sections 693 and 701 of the Companies Act 2006, to make market purchases (as defined in Section 693(4) of that Companies Act 2006) of up to 118,155,698 ordinary shares of 10p each in the capital of the Company (being approximately 10% of the current issued ordinary share capital of the Company as at 26 March 2021) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each ordinary share (exclusive of expenses) shall not be more than 5% above the average of the middle market quotations for an ordinary share in the Company as derived from the Daily Official List of The London Stock Exchange plc for the five business days immediately preceding the date on which the contract for the purchase is made;
- (b) the minimum price which may be paid for an ordinary share (exclusive of expenses) is 10p; and
- (c) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 13 May 2022 provided that the Company may, before such expiry, make a contract to purchase its ordinary shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

19. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.
20. That, subject to the approval of the High Court of England and Wales, the entire amount standing to the credit of the Company's share premium account, be and is hereby cancelled.

-
21. That, with effect from the conclusion of the annual general meeting, the articles of association produced to the meeting and initialled by the chairman of the meeting for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board

Andrew Watkins

General Counsel and Company Secretary
7 April 2021

REGISTERED OFFICE:

10 Eastbourne Terrace
London
W2 6LG

Registered Number: 00998314

SIG PLC NOTICE OF ANNUAL GENERAL MEETING Continued

In light of COVID-19, for this year's AGM, the notes below are subject to the arrangements set out on page 2 of the Chairman's letter and shareholders should refer to these instructions and must not attend the AGM in person.

NOTES:

1. A member entitled to attend and vote at the aforementioned meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her.
2. A Form of Proxy may accompany this Notice of Annual General Meeting and the notes to the Form of Proxy set out the details of how to appoint a proxy. In light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to appoint the Chairman of the Meeting as their proxy or representative as any other persons so appointed will not be permitted to attend the AGM. Appointing the Chairman of the meeting as proxy will ensure that your vote will be counted even if attendance at the meeting is restricted or you are unable to attend.
3. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him/her and the member by whom he/she was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
4. To appoint a proxy or proxies shareholders must complete: (a) the Form of Proxy and return it, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of the same to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by using the reply-paid envelope provided; or (b) a CREST proxy instruction as detailed below; or (c) an online proxy appointment at www.eproxyappointment.com (you will need your unique PIN and Shareholder Reference Number, together with the Control number, printed on the Form of Proxy), in each case so that it is received no later than 10 am on 11 May 2021. The appointment of a proxy will not preclude a member from attending and voting in person. If a member attends the Meeting in person, his proxy appointment will automatically be terminated.
5. A member may change proxy instructions by returning a new proxy appointment using the methods set out above. Where a member has appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. The deadline for receipt of proxy appointments in paragraph 4 above also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same Meeting, the one which is last received shall be treated as replacing and revoking the other or others. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first name being the most senior).
6. In conjunction with its Registrars, the Company has in place a facility to allow each shareholder to register proxy votes electronically. A member can register proxy votes electronically by either logging on to the Registrars' website, www.eproxyappointment.com and following the instructions, or CREST members may register proxy votes following the procedures set out in the CREST Manual.
7. A "Vote withheld" is not a vote at law, which means that the vote will not be counted in the proportion of votes "For" and "Against" the relevant Resolution. A shareholder who does not give any voting instructions in relation to a Resolution should note that his/her proxy will have authority to vote or withhold a vote on that Resolution as he/she thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to Resolutions) which properly come before the 2021 AGM as he/she thinks fit.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the Meeting 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 using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given by a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments set out above. 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 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.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 provider(s) take(s) such action as is 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST

- system and timings. 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.
10. To be entitled to attend and vote at the Meeting, shareholders must be registered in the register of members of the Company at 10am on 11 May 2021 (or, if the Meeting is adjourned, at close of business on the date which is two working days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the Meeting or adjourned meeting.
 11. As at 26 March 2021 (the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 1,181,556,977 ordinary shares, carrying one vote each. As at that date, the Company holds no shares in treasury. Therefore, the total voting rights in the Company are 1,181,556,977.
 12. The following documents will be available for inspection during normal business hours at the registered office of the Company:
 - ▶ copies of the Executive Directors' service contracts;
 - ▶ copies of letters of appointment of the Non-Executive Directors;
 - ▶ letters of indemnity for each of the Directors; and
 - ▶ the revised articles of association, together with a marked up version of the new articles of association to show the changes proposed, are available: (i) during normal business hours on any business day from the date of dispatch of the notice convening the meeting until the close of the meeting and (ii) on our website at: sigplc.com/investors/information-for-shareholders/aggm-notices-and-results. Subject to government guidance, copies of both the current articles of association and the new articles of association will also be available for inspection at the place of the 2021 AGM for at least 15 minutes prior to, and during, the 2021 AGM.
 13. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgment of an electronic Form of Proxy, that is found to contain any virus will not be accepted.
 14. Voting on all Resolutions will be conducted by way of a poll rather than on a show of hands. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held. As soon as practicable following the 2021 AGM, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website www.sigplc.com.
 15. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the 2021 AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
 16. Members satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's Auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.
 17. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting, except (i) if to do so would interfere unduly with the conduct of the Meeting or involve the disclosure of confidential information or (ii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
 18. The contents of this Notice of AGM and all the information required by Section 311A of the Companies Act 2006 will be available on the Company's website www.sigplc.com.
 19. You may not use any electronic address provided in this Notice of AGM to communicate with the Company for any purposes other than those expressly stated.

SIG PLC NOTICE OF ANNUAL GENERAL MEETING Continued

APPENDIX 1 – PRINCIPAL CHANGES TO THE COMPANY’S ARTICLES OF ASSOCIATION

The principal changes in the new articles of association are:

- updated provisions to provide greater flexibility for the Company to decide the format and arrangements for holding a general meeting (Article 44 and Article 53) and further clarifying changes on the procedure for general meetings and to postpone general meetings (Articles 45 and 46). Voting in respect of all resolutions at a “hybrid” meeting must be decided on a poll. For the avoidance of doubt, the revisions do not permit virtual-only or electronic-only general meetings to be convened; and
- updated provision on directors’ remuneration to increase from £500,000 to £800,000 the amount that can be paid to non-executive directors (including the chairman) by way of fees for their services (Article 98).

Further changes in the new articles of association are:

- share certificates are sent at the member’s risk (Article 12(8))
- additional detail in relation to the Company’s lien over partly-paid shares (Articles 14 and 15), provide further detail in relation to calls on unpaid amounts (Article 23) and procedures for the sale of forfeited shares (Articles 24 and 25)
- updated provisions clarifying rights on transmission of shares (Articles 36 and 37)
- revisions to section 793 notice obligations where the Company knows or believes the information to be incorrect (Article 38)
- updated provisions on untraced members to reflect latest practice by removing the requirement for notices in relation to untraced shareholders to be published in a national newspaper. Amendments in relation to the sale process have also been made removing the requirement to obtain the best price reasonably obtainable as well as providing that the net sale proceeds belong to the Company and the untraced shareholder has no further right to claim the proceeds (Article 39)
- updated provisions on directors’ interests (Article 102)
- updated provisions to give the directors more flexibility on the methods by which it pays dividends to shareholders (Article 116) and treatment of unclaimed payments (Article 117)
- updated provisions relating to scrip dividends (Article 120)
- clarified provisions on service of notice (Article 124).

In addition, the Company has taken the opportunity to incorporate amendments of more minor, technical or clarifying nature which are not summarised above.

APPENDIX 2 – ATTENDING THE AGM ELECTRONICALLY

Electronic entry to the AGM, Conduct of Proceedings

To facilitate electronic entry to the AGM, shareholders are requested to use their Shareholder Reference Number (SRN) and PIN shown on their Form of Proxy to log in to the meeting on their electronic device (whether by smart phone, tablet or PC). For further information please refer to the section Entry to the Meeting below. Persons who are not shareholders of the Company (or their appointed proxy or corporate representative) will not be able to attend the AGM unless prior arrangements have been made with the Company.

Where a member is appointing a third party as their proxy to attend the meeting on their behalf or, where a corporate member is appointing someone as their representative, the appointee's contact email address and, in the case of an individual representing a corporate member, a copy of the Letter of Representation, must be provided to Computershare by emailing corporate-representatives@computershare.co.uk to enable the provision of access credentials. Access credentials will be emailed to the appointee one working day prior to the meeting.

Appointment of Proxies

A MEMBER IS ENTITLED TO APPOINT ANOTHER PERSON AS THEIR PROXY TO EXERCISE ALL OR ANY OF THEIR RIGHTS TO ATTEND AND TO SPEAK AND VOTE ON THEIR BEHALF AT THE ANNUAL GENERAL MEETING. A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A SHAREHOLDER MAY APPOINT MORE THAN ONE PROXY IN RELATION TO THE ANNUAL GENERAL MEETING PROVIDED THAT EACH PROXY IS APPOINTED TO EXERCISE THE RIGHTS ATTACHED TO A DIFFERENT SHARE OR SHARES HELD BY THAT SHAREHOLDER.

Please contact Computershare Investor Services PLC by email on corporate-representatives@computershare.co.uk or alternatively call 0370 707 1293 or +44 370 707 1293, providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. Lines are open 8.30am to 5.30pm Monday to Friday (excluding bank holidays).

Corporate Representatives

A CORPORATION WHICH IS A SHAREHOLDER CAN APPOINT ONE OR MORE CORPORATE REPRESENTATIVES WHO MAY EXERCISE, ON ITS BEHALF, ALL ITS POWERS AS A MEMBER PROVIDED THAT NO MORE THAN ONE CORPORATE REPRESENTATIVE EXERCISES POWERS OVER THE SAME SHARE.

Please contact Computershare Investor Services PLC by emailing corporate-representatives@computershare.co.uk providing details of your appointment including their email address, confirmation of the meeting they wish to attend and a copy of the Letter of Representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (48 hours prior to the meeting), issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

Entry to the Meeting

In order to participate at the meeting, you will need to visit meetings.computershare.com/MTQMWU9 on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. **It is highly recommended that you check your system capabilities in advance of the meeting day.**

If you are a shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy. If you are an appointed proxy or a corporate representative you will have had to be provided with a unique control number to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than one hour before the start of the meeting.

Access to the meeting via meetings.computershare.com/MTQMWU9 will be available from Thursday 13 May 2021 at 9.30am. Where telephone lines are provided these will be activated 30 minutes prior to the meeting start time. During the meeting, you must ensure you are connected to the internet **at all times** in order to vote when the Chairman commences polling on resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

Broadcast

The meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device, as well as being able to see the slides of the meeting which will include the resolutions to be put forward to the meeting, these slides will progress automatically as the meeting progresses.

You will be able to see and hear your Directors and will be able to ask questions and vote in real time at the AGM.

SIG PLC NOTICE OF ANNUAL GENERAL MEETING Continued

Voting

Once the Chairman has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chairman's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting, resolutions will not be put forward separately. Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chairman announces its closure at the end of the meeting.

Questions

If you would like to pre-register a question relating to the business of the AGM, please email SIG at **cosec@sigplc.com**. If you want to ask your question live at the meeting please confirm and Computershare will contact you to invite you to do so.

Shareholders attending the AGM electronically may ask questions via the website by typing and submitting their question in writing – Select the messaging icon from within the navigation bar and type your question at the bottom of the screen, once finished, press the 'send' icon to the right of the message box to submit your question.

To be able to speak or ask a question verbally at the meeting, you must join the meeting and use the Access Code which will be available once you are logged into the meeting.

Questions raised at the AGM will be answered unless: (1) to do so would interfere unduly with the conduct of the meeting or would involve the disclosure of confidential information; or (2) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Technical Issues

If you experience any technical issues with the site you may either call our registrar on the telephone number provided on the site or, once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder help-line.

BIOGRAPHICAL DETAILS FOR EACH DIRECTOR

Andrew Allner

BA, FCA

Non-Executive Chairman

Age: 67

Appointed Non-Executive Chairman on 1 November 2017.

External roles

Andrew is Chairman of Shepherd Building Group Limited and Fox Marble Holdings plc, an AIM-traded company.

Experience and past roles

Andrew has significant current listed company board experience as chairman and as non-executive director. He was previously chairman at The Go-Ahead Group plc and Marshalls plc and non-executive director of Northgate plc, AZ Electronic Materials SA and CSR plc. Previous executive roles include Group Finance Director of RHM plc and CEO of Enodis plc. He has also held senior executive positions with Dalgety plc, Amersham International plc and Guinness plc. Significant experience of change and challenging situations.

Contribution

Andrew brings varied and substantial board and general management experience to the Group. He has an in-depth understanding of corporate governance having served as a director and chairman of a number of listed companies. Since his appointment in November 2017 he has led the process for the appointment of six new independent non-executive directors and two new executive directors. He has managed the CEO and CFO succession and in 2020 worked closely with the new CEO in the development of strategy, people and organisational changes, a successful capital raise and refinancing including the investment by CD&R in the Company.

Steve Francis

MA

Chief Executive Officer

Age: 60

Appointed as a Director and Chief Executive Officer on 25 February 2020.

External roles

Steve is a non-executive director of Structured Software Limited and Fellow of the Institute of Turnaround.

Experience and past roles

Steve has previously been the Chief Executive Officer of Patisserie Holdings PLC, Tulip Ltd and Danwood Group Holdings Limited. He was the Chief Financial Officer and subsequently Managing Director of the largest division of Vion (formerly Grampian) Food Group Ltd and Chief Financial Officer and member of the management buy-in team of British Vita plc. He has worked with McKinsey, was a partner at PwC and a banker at Barclays Capital and NatWest Investment/County Bank.

Contribution

Steve brings significant turnaround and leadership experience across a range of multi-site international businesses together with considerable executive management experience including strategic consultancy, mergers and acquisitions, corporate finance and banking. He has expertise in driving rapid operational and performance improvements and restoring profitable growth.

Ian Ashton

BA, ACA

Chief Financial Officer

Age: 51

Appointed as a Director and Chief Financial Officer on 1 July 2020.

External roles

Ian does not have any external roles.

Experience and past roles

Prior to joining SIG, Ian was Group Chief Financial Officer of Low & Bonar plc until its acquisition by the Freudenberg group. Before that he was Chief Financial Officer of Labviva LLC, a US based technology company. Ian worked for much of his career at Smith & Nephew plc, undertaking various financial roles in the UK, the US and Asia. Ian is a qualified chartered accountant and began his career at Ernst & Young LLP.

Contribution

Ian is a highly skilled finance professional with broad experience in a number of senior financial leadership roles. He brings a strong track record in corporate transactions, driving change and accounting/finance and is an extremely valuable addition to the management team as SIG pursues its new strategy for growth.

Shatish Dasani

MA, FCA, MBA

Non-Executive Director

Age: 59

Appointed as a Non-Executive Director on 1 February 2021.

External roles

Shatish is currently a non-executive director and Chair of the Audit & Risk Committee of Renew Holdings plc and Speedy Hire plc, and Trustee and Interim Chair of Unicef UK.

Experience and past roles

Shatish has over 20 years' experience in senior public company finance roles across various sectors. He also has extensive international experience including as regional CFO based in South America. He was previously the Chief Financial Officer of Forterra plc and TT Electronics plc, and was also an alternate non-executive director of Camelot Group plc and Public Member at Network Rail plc.

Contribution

Shatish is an experienced public company CFO and Chair of Audit Committee as well as having strong international experience across several sectors relevant to the business. Shatish has a proven track record of driving shareholder value which will be invaluable as we seek to return the Company to profitable growth and continue to enhance the financial performance and measurement within the Company.

BIOGRAPHICAL DETAILS FOR EACH DIRECTOR Continued

Bruno Deschamps

ISG Paris (MBA, Marketing, Finance)

Non-Executive Director

Age: 69

Appointed as a Non-Executive Director on 10 July 2020.

External roles

CD&R Directorships: Kalle Group, SOCOTEC, Westbury Street Holdings and Chairman of Wolseley.

Experience and past roles

Bruno is the Chairman & CEO of Entrepreneurs LLP based in London. He is a former chairman of Diversey, a global leader of hygiene & sanitation products, services, and solutions to the institutional and industrial markets. He also served as Chairman of the Advisory Board of Kloeckner Pentaplast, one of the world's largest suppliers of films for pharmaceuticals, medical devices, food, electronics, and general packaging, and, from 2008 to 2011, as Group Managing Partner of 3i plc (London). He served as a CD&R Operating Partner from 2002 to 2007 during which time he was Chairman and CEO of Brakes and was involved in several portfolios (including VWR, Culligan and ReXel, a global leader in electrical supply distribution). Bruno is a past President of the French Foreign Trade Advisors in the UK and is a board member of the Franco British Chamber of Commerce. He is a Knight of the Legion d'honneur, France.

Contribution

Bruno has deep global industrial, service and distribution knowledge having run major global leaders in each of these sectors, based in France, Germany, US and UK.

His experience includes international public and private corporate transactions, turning around large multicultural businesses, and driving and overseeing improved company performance through various growth and innovation initiatives. His international experience will be critical to SIG in helping to improve the Group's trading performance in the UK and also in France, Germany and Benelux as well as contributing to the Board's wider strategic initiatives.

Kath Durrant

BA

Non-Executive Director

Age: 53

Appointed as a Non-Executive Director on 1 January 2021.

External roles

Kath is a non-executive director and Chair of the Remuneration Committee of Calisen plc and non-executive director of Vesuvius plc.

Experience and past roles

Kath has more than 30 years' Human Resources experience, with a strong operational and strategic track record, gained at a number of large global manufacturing companies. As well as working at GlaxoSmithKline plc and AstraZeneca plc she has served as the Group Human Resources Director of Rolls-Royce plc, and was most recently Group HR Director of Ferguson plc and Chief HR Officer of CRH plc. She served as a non-executive Director and Chair of the Remuneration Committee of Renishaw plc from 2015 to 2018.

Contribution

Kath is an experienced Chair of remuneration committees. She has significant international and industry knowledge gained from her roles at Ferguson and CRH. Kath also has extensive experience of working in businesses undergoing transformation which will be invaluable as we seek to restructure our UK operations.

Gillian Kent

BA, CIM Diploma in Marketing

Non-Executive Director

Age: 57

Appointed as a Non-Executive Director on 1 July 2019.

External roles

Gillian holds non-executive director roles at Mothercare plc, Ascential plc, NAHL Group plc, Dignity Plc and with three private companies, Portswigger Ltd, KR Group and Howsy Ltd.

Experience and past roles

Gillian has had a broad executive career including being chief executive of real estate portal Propertyfinder until its acquisition by Zoopla, and fifteen years with Microsoft including three years as managing director of MSN UK. Gillian was a non-executive director of Pendragon PLC until April 2019.

Contribution

Gillian is an experienced non-executive director having served on a number of listed boards as a member of the audit, remuneration and nomination committees. She brings a valuable perspective with specialist knowledge in the development of ecommerce and software businesses and expertise in building product markets and brands, which will be hugely important in driving innovation and digitising our business.

Simon King

AMP, Insead

Non-Executive Director

Age: 61

Appointed as a Non-Executive Director on 1 July 2020.

External roles

Simon does not have any external roles.

Experience and past roles

Simon most recently served on the Travis Perkins Executive Board and held the position of CEO for Wickes. Prior to that, Simon was at Walmart as COO of Asda, CEO at Savola Group Middle East and held CEO roles for Tesco in Turkey and South Korea, leading the joint venture with Samsung. Before Tesco South Korea, Simon was Chief Commercial Officer for Tesco in central Europe.

Contribution

Simon brings extensive, hands-on building products and distribution business experience from a career spanning over 35 years. Simon also has change management, retail, distribution, marketing/customer proposition, technology/digital and stakeholder engagement (particularly workforce engagement) experience which is invaluable in our efforts to build on SIG's leading market positions and return the business back to profitable growth.

Alan Lovell

MA, FCA

Senior Independent Non-Executive Director

Age: 67

Appointed as a Non-Executive Director on 1 August 2018.

External roles

Alan is non-executive chairman of Safestyle UK plc, Interserve Group Limited and Progressive Energy Limited.

Experience and past roles

Alan has previously been the Chief Executive Officer of six companies – Tamar Energy Limited, Infinis plc, Jarvis plc, Dunlop Slazenger Group Ltd, Costain Group plc and Conder Group plc. Alan was also previously Chairman of Sepura plc, Flowgroup plc and the Consumer Council for Water.

Contribution

Alan brings significant listed company board experience as both an executive and non-executive director. He has extensive construction sector experience in the Group's key markets, the UK, Ireland and Europe. He is also a turnaround expert.

Christian Rochat

BA, PhD, MBA

Non-Executive Director

Age: 60

Appointed as a Non-Executive Director on 10 July 2020.

External roles

Christian is a partner of CD&R LLP. He is also a non-executive director of Belron Group SA, SOCOTEC, WSH Limited and Wolseley.

Experience and past roles

Christian joined CD&R in 2004 and is a Partner based in London. He led the CD&R investments in Belron, Exova, SOCOTEC, SPIE and Westbury Street Holdings. He also led the sale of Brakes Group and served as a director of that company. Prior to joining CD&R, he was a Managing Director at Morgan Stanley Capital Partners, and a director at Schroder Ventures (now Permira). He also worked in the London and New York offices of Morgan Stanley's mergers and acquisitions department. He holds a B.A. and Ph.D from the Université de Lausanne, as well as an MBA from the Stanford Graduate School of Business.

Contribution

Christian's skills and experience include deep industrial knowledge, transformation, change management, strategy, stakeholder engagement, corporate transactions and extensive experience in driving and overseeing improved company performance. Christian's experience and knowledge will be of huge value as SIG seeks to improve its trading performance and return to profitable growth.

Board Committees¹

Audit Committee

Shatish Dasani – Chair
Kath Durrant
Gillian Kent
Simon King
Alan Lovell

Remuneration Committee

Kath Durrant – Chair
Andrew Allner
Shatish Dasani
Bruno Deschamps
Gillian Kent
Simon King
Alan Lovell

Nominations Committee

Andrew Allner – Chair
Shatish Dasani
Kath Durrant
Gillian Kent
Simon King
Alan Lovell
Christian Rochat

Notes:

¹ Membership as at 26 March 2021

² Directors' ages are correct as at 26 March 2021

SIG plc: 10 Eastbourne Terrace, London, W2 6LG
T: +44 (0) 114 285 6300
F: +44 (0) 114 285 6349
W: www.sigplc.com