



SIG plc

(Registered in England No. 00998314)

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

SIG plc's Annual General Meeting will be held
at SIG West London, Mathisen Way, Poyle,
Slough SL3 0HB on Thursday 2 May 2024 at 9.30am

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 any accompanying documents, with the exception of any personalised documents, 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. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found in the Investors section at www.sigplc.com. The Notice of Annual General Meeting is set out on pages 6 to 9 of this document. A Form of Proxy for use at the Annual General Meeting is enclosed.

Chairman's Letter to Shareholders

Dear Shareholder,

The Annual General Meeting (the "AGM") of SIG plc (the "Company") will be held at 9.30am on Thursday 2 May 2024 at SIG West London, Mathisen Way, Poyle, Slough SL3 0HB.

We consider the AGM to be an important event in our calendar and an opportunity for the Board of Directors to engage with our shareholders. This year the AGM will be held as a physical meeting. Each Chair of the Board's Audit & Risk, Remuneration and Nominations Committees will be available at the AGM to answer any questions arising from the work of those Committees.

If you would like to ask a question relating to the business of the AGM in advance, please email us at cosec@sigplc.com.

All questions submitted in advance will be answered at the meeting where possible. We encourage you to monitor our website at www.sigplc.com where we will communicate any additional information relating to the AGM arrangements, should the need arise.

The formal Notice of AGM of the Company is set out on pages 6 to 9 and an explanation of the business to be considered and voted on at the AGM is set out in this letter.

Annual Report And Accounts (Resolution 1)

The Chairman will present the audited Annual Report and Accounts of the Company for the year ended 31 December 2023 to the meeting. Shareholders are asked to receive the reports of the Directors and the Auditor, the Strategic Report and the Financial Statements for the year ended 31 December 2023.

Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report is set out in the 2023 Annual Report and Accounts on pages 96 to 121. Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report. The vote upon the Directors' Remuneration Report is advisory 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 2023. 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.

Re-Election Of Directors (Resolutions 3 to 12)

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

The Board is satisfied that it continues to maintain an appropriate balance of skills, experience and knowledge. It is the view of the Board that each of the Non-Executive Directors standing for re-election brings considerable management experience and independent perspective to the Board's discussions and that each of the independent Non-Executive Directors standing for re-election is considered to be independent of management and free from any relationship or circumstance that could affect, or appear to affect, the exercise of their independent judgement. Bruno Deschamps and Diego Straziota are non-independent Non-Executive Directors nominated by CD&R. The Board believes that their contribution has been considerable and that they bring independent thought and challenge to the Board.

The Board has confirmed, following a formal performance review, that the Directors standing for re-election make an effective and valuable contribution to the Board and are able to dedicate sufficient time to their role and responsibilities. I strongly recommend that you vote in favour of the re-election of the Directors. Biographical details of the Directors standing for 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 10 to 11 of this document.

Re-Appointment Of Auditor And Auditor's Remuneration (Resolutions 13 and 14)

The Auditor of the Company is subject to re-appointment at each Annual General Meeting. On recommendation of the Audit & Risk Committee, Resolution 13 proposes that Ernst & Young LLP be re-appointed as the Company's Auditor to hold office until the next Annual General Meeting.

Resolution 14 authorises the Audit & Risk Committee to determine the external Auditor's remuneration.

Political Donations (Resolution 15)

Part 14 of the Companies Act 2006 (the "Act") requires companies to obtain shareholders' authority for political donations to registered political parties, other political organisations or an independent election candidate and for any political expenditure. The definitions of 'political donations' and 'political expenditure' under the Act are wide and as a result it is possible that they may include, for example, sponsorship, subscriptions, paid leave for employees fulfilling certain public duties and/or bodies concerned with policy review and law reform.

Notwithstanding that the Company has not made a political donation in the past and has no intention either now or in the future of making any political donation or incurring any political expenditure, the Board has decided to propose Resolution 15 to shareholders to seek authority for the Company to make political donations. The Resolution will allow the Company to support the community and put forward its views to wider business and Government entities without the risk of inadvertently breaching the Act.

The authority is subject to a maximum aggregate amount of £50,000 and will cover the period from the date that Resolution 15 is passed until the end of the next Annual General Meeting of the Company or, if earlier on 30 June 2025.

Authority To Allot Equity Securities (Resolution 16)

Resolution 16 seeks to renew the Directors' authority to allot shares.

At the last Annual General Meeting of the Company held on 4 May 2023, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £78,770,466, representing approximately two-thirds of the Company's then issued ordinary share capital. This authority expires at the conclusion of the AGM. Resolution 16 will, if passed, renew this authority, in line with the guidelines published by the Investment Association ("IA") in February 2023.

The IA guidelines on Directors' authority to allot shares state that IA members will regard as routine an authority to allot up to two-thirds of the existing issued share capital, provided that any amount in excess of one-third of existing issued shares can be applied to fully pre-emptive offers only.

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 15 March 2024 (the latest practicable date prior to the publication of this document). Of this amount, a maximum nominal amount of £39,385,233 (representing approximately one-third of the Company's issued ordinary share capital) can only be allotted pursuant to a fully pre-emptive offer. The authority will last until the conclusion of the next Annual General Meeting of the Company or, if earlier, 30 June 2025. The Directors have no present intention of exercising this authority, however they consider it appropriate to maintain the flexibility that this authority provides.

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 17 and 18)

Resolutions 17 and 18 are proposed as Special Resolutions to give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 16 above for cash (and/or sell any treasury shares for cash) without complying with the pre-emption rights in the Act in limited circumstances.

The proposed disapplication authorities contained in Resolutions 17 and 18 are in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles published on 4 November 2022 (the "**2022 Statement of Principles**"). The 2022 Statement of Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to ten per cent of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further ten per cent 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 twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow on offer, as further explained below.

If approved, Resolution 17 will authorise the Directors, in accordance with the Company's articles of association and the 2022 Statement of Principles, to issue shares and/or sell treasury shares for cash:

- 1) on an offer to existing shareholders subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit (under paragraph (a) of the Resolution); or
- 2) for general corporate purposes (under paragraph (b) of the Resolution), up to a maximum nominal amount of £11,815,570 (representing approximately 10% of the issued share capital of the Company as at 15 March 2024 (being the latest practicable date prior to publication of this document)); and
- 3) for the purposes of making a follow-on offer to existing shareholders (under paragraph (c) of the Resolution and as described in the 2022 Statement of Principles), up to an additional aggregate amount equal to 20% of any allotment under paragraph (b) of the Resolution. The maximum additional nominal amount that could be issued under paragraph (c) of the Resolution (based on the authority under paragraph (b) being used in full) is £2,363,114 (representing approximately 2% of the issued share capital of the Company as at 15 March 2024).

The total maximum nominal amount of equity securities to which Resolution 17 relates on a non pre-emptive basis is £14,178,684 (representing approximately 12% of the issued share capital of the Company as at 15 March 2024).

Resolution 18 requests further shareholder approval, by way of a separate Special Resolution in line with best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities and/or sell treasury shares for cash without being required to offer such securities to existing shareholders.

The authority granted by this Resolution, if passed, will be limited to the allotment of equity securities and the sale of treasury shares for cash in connection with an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment:

- 1) under paragraph (a) of the Resolution, up to an aggregate nominal value of £11,815,570 (representing approximately 10% of the issued share capital of the Company as at 15 March 2024 (being the latest practicable date prior to publication of this document)); and
- 2) under paragraph (b) of the Resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (a) of the Resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (b) of the Resolution (based on the authority under paragraph (a) being used in full) is £2,363,114 (representing approximately 2% of the issued share capital of the Company as at 15 March 2024).

The total maximum nominal amount of equity securities to which Resolution 18 relates is £14,178,684 (representing approximately 12% of the issued share capital of the Company as at 15 March 2024).

The Directors consider that it is in the best interests of the Company and its shareholders generally that the Company should seek the maximum authority permitted by the 2022 Statement of Principles and have the flexibility conferred by Resolutions 17 and 18 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emptive provisions. However, as noted above, the Directors have no current intention of issuing ordinary shares.

The Directors confirm that, should they exercise the authorities granted by Resolutions 17 and 18, they intend to follow best practice as regards to their use, including (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles, and (ii) in respect of any follow-on offer, following the expected features set out in Paragraph 3 of Part 2B of the 2022 Statement of Principles.

The authorities contained in Resolutions 17 and 18 will expire at the next Annual General Meeting of the Company or, if earlier, 30 June 2025.

Authority To Purchase Ordinary Shares (Resolution 19)

It is a requirement of Section 693 of the Act that a company shall not make a market purchase of its own shares unless the purchase has first been authorised by the Company at a general meeting. Accordingly, Resolution 19 to be proposed as a Special Resolution gives the Directors power to make market purchases of the Company's shares up to a maximum amount of 118,155,698 ordinary shares (representing approximately 10% of the current issued ordinary share capital of the Company as at 15 March 2024 (the latest practicable date prior to the publication of this document)). This power will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 30 June 2025. It is intended that purchases will only be made on the London Stock Exchange.

The Directors consider 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 19 is passed, 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 19, 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 15 March 2024 (the latest practicable date prior to the publication of this document), there were Directors' options outstanding over 6,104,246 ordinary shares in the capital of the Company representing 0.52% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares being sought in Resolution 19, and the existing authority to purchase ordinary shares taken at last year's Annual General Meeting (which expires at the end of the AGM) were exercised in full, these options would represent 0.65% of the Company's issued ordinary share capital.

Length Of Notice Of General Meetings Other Than Annual General Meetings (Resolution 20)

Resolution 20 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice.

General meetings (other than Annual General Meetings) must be held on 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings 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 20 as a Special Resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than Annual General Meetings. The approval of this Resolution will be effective until the end of the next Annual General Meeting 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.

Notice Of Publication Of Annual Report And Accounts

Notice is hereby given that the SIG plc 2023 Annual Report and Accounts has been published on the Company's website at www.sigplc.com/investors/results-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 8.30am and 5.30pm each business day. Callers from outside the UK should dial +44 370 707 1293.

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 AGM. Alternatively, shareholders may also register their proxy appointment and voting instructions electronically. Please refer to the notes on pages 8 and 9 of this document for further details on how to appoint a proxy and vote electronically. The deadline for the receipt by our Registrars of all proxy appointments is 9.30am on 30 April 2024. Voting will be by poll this year.

Recommendation

The Board considers that all the Resolutions set out in the 2024 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 2,852,926 shares representing 0.24% of the issued ordinary share capital of the Company.

Yours faithfully



Andrew Allner

Chairman

15 March 2024

SIG plc

Registered Office: Adsetts House, 16 Europa View, Sheffield Business Park, Sheffield S9 1XH

Registered in England and Wales under Company Number: 00998314

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, Mathisen Way, Poyle, Slough SL3 0HB on 2 May 2024 at 9.30am (the “2024 AGM” or the “Meeting”) to consider and, if thought fit, to pass Resolutions 1 to 16 inclusive as ordinary resolutions and Resolutions 17 to 20 inclusive as special resolutions.

Ordinary Resolutions

Annual Report and Accounts

1. To receive the Company’s financial statements for the year ended 31 December 2023 together with the reports of the Directors and Auditor thereon.

Directors’ Remuneration Report

2. To approve the Annual Statement by the Chair of the Remuneration Committee and the Directors’ Remuneration Report for the year ended 31 December 2023 set out on pages 96 to 121 (inclusive) in the 2023 Annual Report and Accounts.

Re-election of Directors

3. To re-elect Andrew Allner as a Director.
4. To re-elect Gavin Slark as a Director.
5. To re-elect Ian Ashton as a Director.
6. To re-elect Shatish Dasani as a Director.
7. To re-elect Bruno Deschamps as a Director.
8. To re-elect Kath Durrant as a Director.
9. To re-elect Gillian Kent as a Director.
10. To re-elect Simon King as a Director.
11. To re-elect Alan Lovell as a Director.
12. To re-elect Diego Straziota as a Director.

Re-appointment of Auditor

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.

Auditor’s remuneration

14. To authorise the Audit & Risk Committee of the Board to determine the Auditor’s remuneration.

Political donations

15. That the Company and any subsidiaries of the Company at any time during the period for which this Resolution relates be and are hereby authorised for the purposes of Part 14 of the Companies Act 2006, during the period commencing on the date of the passing of this Resolution and ending on the date of the Company’s next Annual General Meeting (or, if earlier, at the close of business on 30 June 2025) to:
 - (a) make political donations to political parties and/or independent election candidates, not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
 - (c) incur political expenditure not exceeding £50,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000.

For the purposes of this Resolution the terms “political donations”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings as set out in Sections 363 to 365 of the Companies Act 2006.

Authority to allot shares

16. 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 fully pre-emptive offer to (A) 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, and (B) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, subject in either case 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 after the passing of this Resolution or, if earlier, on 30 June 2025, 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.

Special Resolutions

Disapplication of pre-emption rights

17. That, if Resolution 16 is passed, the Directors be authorised and 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 16 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 provided that this power shall be limited to:
 - (a) the allotment of equity securities or sale of treasury shares in connection with an offer or issue of securities (but in the case of the authority granted under paragraph (b) of Resolution 16 above by way of fully pre-emptive offer only) in favour of:

- i. holders of ordinary shares on the register of members at such record date(s) 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 by them on any such record date(s);
- ii. holders of other equity securities if required by the rights of those securities or if the Directors consider it necessary, as permitted by the rights of those securities;

in each case subject to any such exclusions or other arrangements as the Directors consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

(b) the allotment of equity securities or sale of treasury shares (in each case otherwise than under paragraph (a) of this Resolution 17) to any person or persons up to a maximum nominal amount of £11,815,570 (being approximately 10% of the issued ordinary share capital of the Company as at 15 March 2024); and

(c) the allotment of equity securities or sale of treasury shares (in each case otherwise than under paragraph (a) and (b) of this Resolution 17) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 17 such authority to be used only for the purpose of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors shall be entitled to allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if this authority had not expired.

Additional disapplication of pre-emption rights

18. That if Resolution 16 is passed and in addition to any authority granted under Resolution 17, the Directors be authorised and 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 16 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, provided that this authority shall only be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Board 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, and shall be limited to:

(a) the allotment of equity securities or sale of treasury shares to any such person or persons up to a maximum nominal amount of £11,815,570 (being approximately 10% of the issued ordinary share capital of the Company as at 15 March 2024); and

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 18) up to an aggregate nominal amount of 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 18, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 June 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors shall be entitled to allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if this authority had not expired.

Purchase of own shares

19. 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 the 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 15 March 2024) 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 after the passing of this Resolution or, if earlier, on 30 June 2025 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.

Notice of General Meetings

20. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Andrew Watkins

Group General Counsel & Company Secretary

15 March 2024

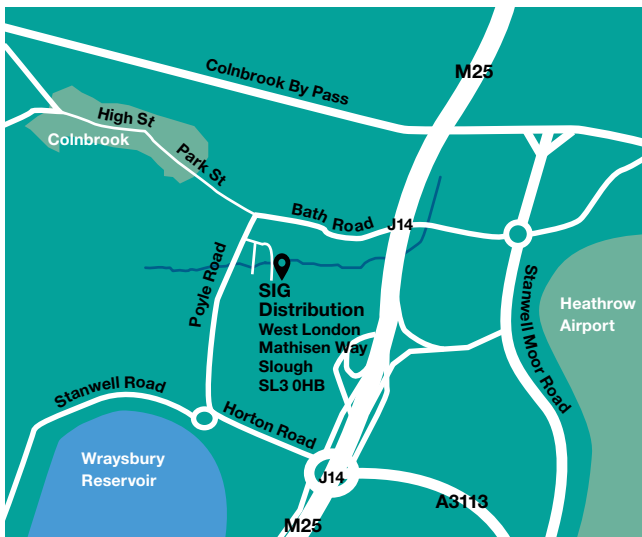
SIG plc

Registered Office: Adsetts House, 16 Europa View, Sheffield Business Park, Sheffield S9 1XH

Registered in England and Wales under Company Number: 00998314

Important information

Location



1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to exercise all or any of their 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 them.
2. A proxy need not also be a member of the Company but must attend the Meeting in person. 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.
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 ("**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. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
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 relevant 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 9.30am on 30 April 2024. 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). You must inform the Company's Registrars in writing of any termination of the authority of a proxy.
6. In conjunction with its Registrars, the Company has in place a facility to allow each shareholder to register proxy votes electronically. Detailed information of how to do this is set out on the Form of Proxy. 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 2024 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 & International'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 & 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 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 on the register of members of the Company at 6pm on 30 April 2024 (or, if the Meeting is adjourned, at 6pm 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 15 March 2024 (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. Copies of the Executive Directors' service contracts and the letters of appointment of the Non-Executive Directors will be available for inspection at the location of the 2024 AGM for a period of from 15 minutes immediately before the 2024 AGM until its conclusion. The following documents will be available for inspection during normal business hours at the registered office of the Company:
 - a copy of the Articles of Association of the Company;
 - copies of the Executive Directors' service contracts;
 - copies of letters of appointment of the Non-Executive Directors; and
 - letters of indemnity for each of the Directors.
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 lodgement 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 2024 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 2024 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.
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 preparation for the Meeting or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered. Shareholders are reminded that unacceptable behaviour will not be tolerated at the Meeting and will be dealt with appropriately by the Chairman.
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.
20. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found at **www.sigplc.com/about-us/corporate-governance/our-policies**.

Biographical details for each Director seeking re-election



R N

Andrew Allner
Non-Executive Chairman¹

Appointed as Non-Executive Chairman on 1 November 2017.

Career and experience

Andrew has significant listed company board experience as Chairman and as a Non-Executive Director. He was previously Chairman at Eco Buildings Group plc, The Go-Ahead Group plc and Marshalls plc, and a Non-Executive Director at Northgate plc, AZ Electronic Materials SA and CSR plc. Andrew has held executive roles as 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. He has significant experience in managing and navigating challenging situations.

Contribution

Andrew brings varied and substantial board, leadership, international and general management experience to the Group. He has an in-depth understanding of corporate governance having served as a director and chairman of several listed companies.

External roles

Chairman of Shepherd Building Group Limited.



Gavin Slark
Chief Executive Officer

Appointed as an Executive Director and Chief Executive Officer on 1 February 2023.

Career and experience

Gavin was previously Chief Executive Officer at Grafton Group plc, the international building materials distributor and DIY retailer, for 11 years from 2011. He also served as Group CEO at BSS Group plc, a leading UK distributor to specialist trades, including the plumbing, heating and construction sectors. Gavin has significant experience in senior leadership positions within the pan-European construction distribution sector and a demonstrated history of enhancing shareholder value in publicly listed companies.

Contribution

Gavin brings significant in-depth knowledge and years of experience in the construction distribution sector. He has a strong track record in shaping strategy and culture, product knowledge, leadership and management.

External roles

None.



Ian Ashton
Chief Financial Officer

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

Career and experience

Prior to joining SIG, Ian was Chief Financial Officer at 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 spent a significant portion of his career at Smith & Nephew plc, where he held various senior finance positions in the UK, USA and Asia. Ian is a qualified chartered accountant and began his career at Ernst & Young LLP. Ian brings extensive UK and international financial and accounting expertise to the Board and to his role as Chief Financial Officer.

Contribution

Ian is a highly skilled finance professional with broad global experience in a number of financial leadership roles. He brings a strong track record in corporate transactions, driving change, accounting/finance and stakeholder engagement with significant international experience.

External roles

None.



A R N I

Kath Durrant
Senior Independent Director

Appointed as an Independent Non-Executive Director and Chair of the Remuneration Committee on 1 January 2021. Kath was appointed as Senior Independent Director in September 2023.

Career and experience

Kath has held senior roles at GlaxoSmithKline plc and AstraZeneca plc, she was previously the Group Human Resources Director of Rolls Royce plc and Ferguson plc and Chief Human Resources Officer of CRH plc. She has served as a Non-Executive Director and Chair of the Remuneration Committee of Renishaw plc and of Calisen plc. Kath has extensive experience in leadership positions across a range of businesses and a strong track record of chairing the remuneration committees of publicly listed companies.

Contribution

Kath is an experienced Remuneration Committee Chair. She has significant international experience and industry knowledge. She has considerable leadership and human resources experience with a strong operational and strategic track record, gained at a number of large global manufacturing companies. Her experience is across a range of businesses, including engineering, construction and distribution.

External roles

Non-Executive Director and Remuneration Committee Chair at Vesuvius plc and Non-Executive Director at Essentra plc.



A R N I

Alan Lovell
Non-Executive Director

Appointed as an Independent Non-Executive Director on 1 August 2018.

Career and experience

Alan has many years of leadership experience having served as Chief Executive Officer at six companies: Tamar Energy Limited, Infinis plc, Jarvis plc, Dunlop Slazenger Group Ltd, Costain Group plc and Conder Group plc. He previously served as Chairman at Interserve Group plc, Safestyle UK plc, Sepura plc, Flowgroup plc, Progressive Energy Ltd and the Consumer Council for Water.

Contribution

Alan brings significant listed company Board experience as both an Executive and Non-Executive Director. As well as bringing his experience in accounting, finance and corporate transactions, Alan has extensive construction sector knowledge and experience in the Group's key markets, which include the UK, Ireland and Europe.

External roles

Chair of the Environment Agency.

1. Independent on appointment.

Committee key

- A** Audit & Risk Committee **R** Remuneration Committee **N** Nominations Committee **■** Chair of Committee **I** Independent Director



R N

Bruno Deschamps

Non-Executive Director

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

Career and experience

Bruno is an Operating Advisor to CD&R LLP and the Chairman and CEO of Entrepreneurs Partners LLP. He is a former Chairman of Diversey (USA) and Kloeckner Pentaplast (Germany). He has served as Managing Partner of 3i Plc Group, and Operating Partner of CD&R where he played a pivotal role in the firm's investments in Brakes, as Chairman, and CEO in Culligan, Rexel and VWR. Bruno was president and COO of Ecolab Inc (USA), and President and CEO of Henkel Ecolab, Teroson GmbH, VP Henkel Industrial Adhesives (Germany), and Chairman and CEO of SAIM (France). Bruno 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.

External roles

Directorships in the following CD&R portfolio companies: Kalle GmbH, OCS Group and Wolseley, of which he is also Chairman.



A R N I

Shatish Dasani

Non-Executive Director

Appointed as an Independent Non-Executive Director and Chair of the Audit & Risk Committee on 1 February 2021.

Career and experience

Shatish has over 25 years of experience in senior public company finance roles across various sectors, including building materials, advanced electronics, engineering, general industrial, business services, construction, and infrastructure. He also has extensive international experience including as a regional CFO in South America. He was previously Chief Financial Officer at Forterra plc and TT Electronics plc and also served as an alternative Non-Executive Director for Camelot Group plc and as a Public Member at Network Rail plc.

Contribution

Shatish has over 25 years' experience in senior public company finance roles including financial management, corporate finance and mergers and acquisitions across various sectors such as building materials, advanced electronics, engineering, general industrial, business services, construction and infrastructure. Shatish is an experienced public company Chief Financial Officer and Audit Committee Chair.

External roles

Senior Independent Director and Chair of the Audit & Risk Committee of Renew Holdings plc and a Non-Executive Director and Audit & Risk Committee Chair at each of Speedy Hire plc and Genuit Group plc. Trustee and Chair of UNICEF UK.



A R N I

Gillian Kent

Non-Executive Director

Appointed as an Independent Non-Executive Director on 1 July 2019.

Career and experience

Gillian has had an extensive career in software, internet, digital media and mobile technology businesses and formerly had a broad executive career including being Chief Executive of real estate Propertyfinder.com until its acquisition by Zoopla, and 15 years with Microsoft, including three years as Managing Director of MSN UK. Gillian was previously a Non-Executive Director of NAHL Group plc, Pendragon PLC and of Dignity plc. Gillian brings a wealth of knowledge to the board in digital, customer, brand and marketing.

Contribution

Gillian is an experienced Non-Executive Director having served on several listed boards as a member of the Audit, Remuneration and Nomination Committees. As well as strong commercial skills, she brings a valuable perspective with specialist experience and knowledge in the development of e-commerce and software businesses and expertise in building product markets and brands, which are important in driving innovation and digitising our business.

External roles

Non-Executive Director and Remuneration Committee Chair at Mothercare plc and Marlowe plc. Non-Executive Director and Chair of Risk at THG plc and Non-Executive Director at Ascential plc.



A R N I

Simon King

Non-Executive Director

Appointed as an Independent Non-Executive Director on 1 July 2020. Simon is the Designated Non-Executive Director for Workforce Engagement.

Career and experience

Simon most recently served as a Non-Executive Director for Headlam Group plc. Simon has extensive experience in the construction sector having served on the Travis Perkins Executive Board and as CEO of Wickes. Prior to that, he worked at Walmart as the Chief Operating Officer of Asda and served as CEO at Savola Group Middle East. He has previously held CEO positions for Tesco in Turkey and South Korea, where he led the joint venture with Samsung. Before his role at Tesco South Korea, Simon served as Chief Commercial Officer for Tesco in central Europe.

Contribution

Simon brings extensive, hands-on experience in building products and distribution business experience. He has a mass of experience in change management, technology, retail and distribution, marketing and customer proposition, and stakeholder engagement particularly regarding workforce engagement.

External roles

Non-Executive Chairman at Troy (UK) Limited. Non-Executive Director at James Donaldson Group Ltd and Chairman at Smoking Lobster Restaurants (Isle of Wight).



A R N I

Diego Straziota

Non-Executive Director

Appointed as a Non-Executive Director on 4 May 2023.

Career and experience

Diego is a Managing Director at CD&R LLP. He holds a directorship in Wolseley, a CD&R portfolio company. Diego joined CD&R in 2017 and has played an instrumental role in CD&R's investments in Westbury Street Holdings, Wolseley, UDG and the subsequent separation of UDG from Inizio and Sharp. Diego actively participates in the assessment of investment opportunities within the industrial and business services sectors. Prior to joining CD&R, he worked in the private equity division of Blackstone.

Contribution

Diego has a wealth of sector-specific knowledge as well as experience in strategy and corporate transactions. He has significant experience in driving and overseeing improved company performance.

External roles

Holds a Directorship in Wolseley, a CD&R portfolio company.

Notes