**Notice of Annual General Meeting**

**Notice is hereby given** that the Annual General Meeting of the Company (**"AGM"**) will be held on Wednesday 5 January 2022 at the Company’s registered office at Chuckery Road, Walsall, WS1 2DU at 11.00 a.m.

The AGM will be subject to COVID-19 restrictions and, as such, any shareholder wishing to attend in person will be required to pre-register with the company secretary by 24 December 2021 (or in the event that the AGM is adjourned, not less than five days prior to the adjourned AGM (excluding any part of a day that is not a business day)) by emailing the company secretary via www.chamberlin.co.uk/contact/contact-us/company-secretary (please state “Chamberlin PLC: AGM” in the subject line of the email and include the shareholder’s full name and shareholder reference number).

Alternatively, shareholders will be able to exercise their right to vote by proxy and will be able to ask questions of the Board in advance of the AGM by also emailing the company secretary at the above address (any such questions to arrive by 11.00 a.m. on 3 January 2022 (or in the event that the AGM is adjourned, not later than 48 hours before the adjourned AGM)). The Board will endeavour to respond to questions which are put forward in advance of the AGM during the AGM and/or by publishing written responses on the investors section of the Company’s website after the AGM (together with the results of voting).

The AGM is convened for the following purposes:

**To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:**

1. To receive and adopt the Report of the Directors, Annual Accounts and Report of the Auditors for the 14 months ended 31 May 2021 (Resolution 1).

2. To re-elect as a Director Keith Butler-Wheelhouse (Resolution 2).

3. To re-elect as a Director Kevin Nolan (Resolution 3).

4. To re-elect as a Director Trevor Brown (Resolution 4).

5. To elect as a Director Kevin Price (Resolution 5).

6. To elect as a Director Alan Tomlinson (Resolution 6)

7. To approve the Directors’ Remuneration Report for the 14 months ended 31 May 2021 (Resolution 7).

8. To appoint Crowe U.K. LLP as Auditors of the Company until the conclusion of the next annual general meeting of the Company (Resolution 8).

9. To authorise the Directors to determine the remuneration of the Auditors (Resolution 9).

10. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (in substitution for all existing authorities under section 551 of the Companies Act 2006 which, to the extent unused at the date of this resolution, are revoked with immediate effect) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £13,924 (representing 20% of the current issued ordinary share capital of the Company) provided that (unless previously revoked, varied or renewed) such authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 5 April 2023, but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and notwithstanding such expiry the Directors may allot shares or grant such rights in pursuance to such offers or agreements as if this authority had not expired (Resolution 10).

**To consider and, if thought fit, to pass the following resolutions as special resolutions:**

11. That, subject to the passing of resolution 10 and pursuant to section 570 of the Companies Act 2006 the Directors be and are hereby generally empowered (in substitution for all existing powers under section 570 of the Companies Act 2006 which, to the extent unused at the date of this resolution, are revoked with immediate effect) to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 10 as if Section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities

a. in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b. otherwise than pursuant to paragraph 11(a) of this resolution, up to an aggregate nominal amount of £13,924 (representing 20% of the current issued ordinary share capital of the Company),

and (unless previously revoked, varied or renewed) this power shall expire at the earlier of the conclusion of the next Annual General Meeting, of the Company or 5 April 2023, but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and notwithstanding such expiry the Directors may allot shares or grant such rights in pursuance of such offers or agreements as if this authority had not expired (Resolution 11).

12. That the Company be and hereby is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares on such terms and in such manner as the Directors may from time to time determine provided that:

a. the maximum aggregate number of Ordinary Shares which may be purchased is 6,962,478;

b. the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 0.1 pence;

c. the maximum price which may be paid for each Ordinary Share is an amount equivalent to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange Plc for the five business days immediately preceding the day on which the Ordinary Share in question is purchased, and (unless previously revoked, varied or renewed) this authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 5 April 2023, save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired (Resolution 12).

By order of the Board

**ALAN TOMLINSON** Chuckery Road

Company Secretary Walsall

30 November 2021 WS1 2DU

**Notice of General Meeting**

**Notice is hereby given** that a General Meeting of the Company (**"General Meeting"**) will be held on Wednesday 5 January 2022 at the Company’s registered office at Chuckery Road, Walsall, WS1 2DU at 11:30 a.m (or as soon as the AGM which is convened for 11.00 a.m. on the same day has concluded).

The General Meeting is being convened to consider whether any, and if so what, steps should be taken to address the serious loss of capital within the Company, pursuant to section 656(1) of the Companies Act 2006. For the avoidance of doubt, there is no proposed resolution in respect of the serious loss of capital (please see note 18 to both this notice and the notice of AGM for a further explanation on the purpose for this General Meeting).

The General Meeting will be subject to COVID 19 restrictions and, as such, any shareholder wishing to attend in person will be required to pre-register with the company secretary by 24 December 2021 (or in the event that the General Meeting is adjourned, not less than five days prior to the adjourned General Meeting (excluding any part of a day that is not a business day)) by emailing the company secretary via www.chamberlin.co.uk/contact/contact-us/company-secretary (please state “Chamberlin PLC: General Meeting” in the subject line of the email and include the shareholder’s full name and shareholder reference number).

Alternatively, shareholders will be able to ask questions of the Board in advance of the General Meeting by also emailing the company secretary at the above address (any such questions to arrive by 11.00 a.m. on 3 January 2022 (or in the event that the General Meeting is adjourned, not later than 48 hours before the adjourned General Meeting)). The Board will endeavour to respond to questions which are put forward in advance of the General Meeting during the General Meeting and/or by publishing written responses on the investors section of the Company’s website after the General Meeting.

By order of the Board

**ALAN TOMLINSON** Chuckery Road

Company Secretary Walsall

30 November 2021 WS1 2DU

**Notes to the notices of AGM and General Meeting ("Meetings")**

**Attending the meeting**

1. Should you wish to attend the Meetings in person, please pre-register your attendance with the company secretary by 24 December 2021 (or in the event that the Meetings are adjourned, not less than five days prior to any adjourned Meeting (excluding any part of a day that is not a business day)) by emailing the company secretary via www.chamberlin.co.uk/contact/contact-us/company-secretary (please state “Chamberlin PLC: AGM/General Meeting” in the subject line of the email and include your full name and shareholder reference number). This will enable the Company to put in place the requisite measures which may need to be introduced to meet any potential government-mandated COVID-19 restrictions.

**Questions**

2. Shareholders will be able to ask questions of the Board in advance of the Meetings by also emailing the company secretary at the above address (any such questions to arrive by 11.00 a.m. on 3 January 2022 (or in the event that the Meetings are adjourned, not later than 48 hours before any adjourned Meeting)). The Board will endeavour to respond to questions which are put forward in advance of the Meetings during the relevant Meeting and/or by publishing written responses on the investors section of the Company’s website after the Meetings (together with results of voting).

**Proxies**

3. A shareholder entitled to attend, speak and vote at the Meetings is entitled to appoint a proxy or proxies to attend, speak and vote, on a poll, instead of him. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Meetings, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the number of shares set out in the other proxy appointments is in excess of the number of shares held by that shareholder may result in the proxy appointment being invalid. The appointment of a proxy will not preclude a shareholder from attending, speaking and voting in person at the Meetings (subject to the requirement to pre-register set out in note 1 above).

4. A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a Form of Proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Company’s Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD by 11.00 a.m. on 3 January 2022 (or, if the Meetings are adjourned, not less than 48 hours before the time of any adjourned Meeting). To appoint more than one proxy, complete a separate Form of Proxy in relation to each appointment. You may photocopy the Form of Proxy provided or alternatively contact the Registrars.

5. To appoint a proxy or proxies or to give an instruction to your proxy or proxies (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer’s agent (ID number 7RA11) by 11.00 a.m. on 3 January 2022 (or, if the Meetings are adjourned, not later than 48 hours before the time of any adjourned Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. A proxy may only be appointed in accordance with the procedures set out in these notes and the notes to the Form of Proxy. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company’s Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD and in the case of a shareholder which is a corporation, the revocation notice must be executed in accordance with note (8) below. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice and must be received by the Registrars not less than 48 hours before the time fixed for the holding of the Meetings or any adjourned meeting at which the proxy is to attend, speak and vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

8. A corporation’s Form of Proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.

9. Any power of attorney or any other authority under which the Form of Proxy is signed (or duly certified copy of such power of authority) must be included with the Form of Proxy.

10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.

**Entitlement to vote**

11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders on the register of members at close of business on 31 December 2021, or in the event that the Meetings are adjourned, on such register at 6.00 p.m. on the date two days before any adjourned Meeting (excluding any part of a day that is not a business day), shall be entitled to attend, speak and vote at the Meetings or vote by proxy at the Meetings in respect of the number of Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend, speak and vote or vote by proxy (and the number of votes they may cast) at the Meetings.

**Total voting rights**

12. As at the date of this document, the Company’s issued share capital comprised 69,624,792 ordinary shares of 0.1 pence each. Each share carries the right to vote at a shareholder meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 69,624,792.

**Method of voting**

13. Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands.

**Corporate representatives**

14. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the Meetings. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

**Documents available for inspection**

15. There will be available for inspection at the registered office of the Company during normal business hours (weekends and public holidays excepted) from the date of this notice until the conclusion of the AGM copies of contracts of service of Directors (including letters of appointment of non-executive Directors) with the Company or with any of its subsidiary undertakings.

**Biographical details of Directors**

16. Biographical details of all Directors who are offering themselves for election and re-election at the AGM are set out on page 11 of the enclosed annual report and accounts.

**Explanation of AGM resolutions/business to be conducted at the General Meeting**

17. An explanation of AGM Resolutions 10 to 12 is set out in the Report of the Directors on page 19.

18. In circumstances where the value of the Company’s net assets is less than half of its called up share capital (categorised as a ‘Serious Loss of Capital’), the Directors are required, pursuant to section 656(1) of the Companies Act 2006, to convene a general meeting of the Company for the purpose of allowing shareholders to consider whether any, and, if so what, steps should be taken to deal with the situation. The Board would therefore like to ensure that this matter is addressed accordingly. The Board does not consider it necessary to propose any resolutions in relation to this matter at the General Meeting. The Board does however welcome dialogue with shareholders on this point and the General Meeting will provide a forum for such discussions to take place.

**Change of address**

19. Shareholders should notify the Registrars without delay of any change of address.

**Communications with the Company**

20. You may not use any electronic address provided either in this notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.