
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.



SIG plc

(Registered in England No. 998314)

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

The Annual General Meeting is to be held at
the offices of SIG Plc, 10 Eastbourne Terrace,
London, W2 6LG
on Tuesday 30 June 2020 at 11am

The Notice of Annual General Meeting is set out on pages 7 to 9 of this Document.
A Form of Proxy for use at the Annual General Meeting is enclosed.



SIG plc

(Registered in England No. 998314)

DIRECTORS:

A.J. Allner
S.R Francis
K.H.M Kearney-Croft
H.C Allum
I.B. Duncan
G.D.C Kent
A.C. Lovell

REGISTERED OFFICE

10 Eastbourne Terrace
London
W2 6LG

5 June 2020

Dear Shareholder,

ANNUAL GENERAL MEETING 2020

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 11am on Tuesday 30 June 2020 at the offices of SIG Plc, 10 Eastbourne Terrace, London, W2 6LG. The formal Notice of AGM of the Company is set out on pages 7 to 9 of this document and explanation of certain business to be considered and voted on at the AGM is set out on pages 10 to 13.

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. 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.

SHAREHOLDER QUESTIONS

If you would like to ask a question relating to the business of the AGM, please email us at cosec@sigplc.com. The Form of Proxy will provide details of the conference call number to enable you to listen and ask questions at the meeting. All questions submitted in advance will be answered at the meeting where possible.

ANNUAL REPORT AND ACCOUNTS (RESOLUTION 1)

The Chairman will present the Annual Report and Accounts of the Company for the year ended 31 December 2019 to the 2020 AGM.

DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

The Directors' remuneration report is set out in the Annual Report and Accounts on pages 111 to 132. 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 2019. 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 9)

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

Two Non-Executive Directors and two Executive Directors have been appointed to the Board since the last AGM and will therefore be standing for election: Ms H.C. (Kate) Allum was appointed as a Non-Executive Director and the Chair of the Remuneration Committee of the Company on 1 July 2019; Ms G.D.C. Kent was appointed as a Non-Executive Director also with effect from 1 July 2019, Mr S.R. Francis and Ms K.H.M. Kearney-Croft were appointed as Executive Directors on 25 February 2019.

The Directors standing for re-election are: Mr A.J. Allner, Mr I.B. Duncan and Mr A.C. Lovell. It is the view of the Board that each of the 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. 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 14 to 15 of this letter. 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 85 of the Annual Report for further details.

RE-APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION (RESOLUTIONS 10 AND 11)

Resolution 10 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 11 authorises the Audit Committee of the Board to set the external Auditor's remuneration.

AUTHORITY TO ALLOT EQUITY SECURITIES (RESOLUTION 12)

Resolution 12 deals with the Directors' authority to allot shares.

At the last AGM of the Company held on 8 May 2019, 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 2020 AGM. Resolution 12 will, if passed, renew this authority.

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.

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 £39,437,132, representing the guideline limit of approximately two-thirds of the Company's issued ordinary share capital as at 29 May 2020 (the latest practicable date prior to the publication of this document). Of this amount, 197,185,661 shares (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, 30 June 2021. 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.

ANNUAL GENERAL MEETING

DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS (RESOLUTIONS 13 AND 14)

Resolutions 13 and 14 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 12 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 13 will permit the Directors to allot:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of £39,437,132, representing two-thirds of the Company's issued share capital as at 29 May 2020 (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 £2,957,785, which represents 5% of the issued ordinary share capital of the Company as at 29 May 2020 (being the last practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offering to existing Shareholders.

Resolution 14 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £2,957,785, 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 14 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 Group 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 14) without prior consultation with Shareholders.

The authorities contained in Resolutions 13 and 14 will expire upon the expiry of the authority to allot shares conferred in Resolution 12, being the earlier of the end of the next AGM of the Company or 30 June 2021.

AUTHORITY TO PURCHASE ORDINARY SHARES (RESOLUTION 15)

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 15 to be proposed at the 2020 AGM as a Special Resolution gives the Directors power to make market purchases of the Company's shares up to a maximum of 59,155,698 shares (representing approximately 10% of the current issued ordinary share capital of the Company as at 29 May 2020 (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, 30 June 2021. 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 15 is passed at the 2020 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 15 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 29 May 2020 (the latest practicable date prior to the publication of this document), there were options outstanding over 4,566,842 ordinary shares in the capital of the Company representing 0.77% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares being sought in Resolution 15, and the existing authority to purchase ordinary shares taken at last year's annual general meeting (which expires at the end of the 2020 AGM) was exercised in full, these options would represent 0.86% of the Company's issued ordinary share capital.

LENGTH OF NOTICE OF GENERAL MEETINGS OTHER THAN AGMs (RESOLUTION 16)

Resolution 16 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 days' notice.

General meetings (other than AGMs) must be held on 21 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 16 as a Special Resolution to approve 14 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.

ANNUAL GENERAL MEETING Continued

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 2020 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 73,954 shares representing 0.013% of the issued ordinary share capital of the Company.

VOTING AT THE AGM

Your vote is still 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 2020 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 Notice 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 11 am on 26 June 2020. 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 the Company’s registered office, 10 Eastbourne Terrace, London, W2 6LG on 30 June 2020 at 11am (the “2020 AGM” or the “Meeting”) to consider and, if thought fit, to pass Resolutions 1 to 12 inclusive as ordinary resolutions and Resolutions 13 to 16 inclusive as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the financial statements for the year ended 31 December 2019 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 2019 set out on pages 111 to 132 (inclusive) in the Annual Report and Accounts (other than the Directors’ Remuneration Policy set out on pages 118 to 120 (inclusive) in the Annual Report and Accounts).
3. To re-elect Mr A.J. Allner as a Director.
4. To elect Mr S.R. Francis as a Director
5. To elect Ms K.H.M Kearney-Croft as a Director
6. To elect Ms H.C. Allum as a Director
7. To re-elect Mr I.B. Duncan as a Director
8. To elect Ms G.D.C. Kent as a Director
9. To re-elect Mr A.C Lovell as a Director
10. 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.
11. To authorise the Audit Committee of the Board to determine the Auditor’s remuneration.
12. 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 £19,718,566; and
 - (b) up to a further aggregate nominal amount of £19,718,566 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 30 June 2021, 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

13. That, if Resolution 12 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 12 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 12 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, fraction 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 13) to any person or persons up to an aggregate nominal amount of £2,957,785 (being approximately 5% of the issued ordinary share capital of the Company as at 29 May 2020),

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 30 June 2021 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.

14. That if Resolution 12 is passed and in addition to any authority granted under Resolution 13, 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 12 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 £2,957,785 (being approximately 5% of the issued ordinary share capital of the Company as at 29 May 2020); 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 30 June 2021, 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.

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15. 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 59,155,698 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 29 May 2020) 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 2021 Annual General Meeting of the Company or, if earlier, on 30 June 2021 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.
16. 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

Kulbinder Dosanjh
Secretary
5 June 2020

REGISTERED OFFICE:
10 Eastbourne Terrace
London
W2 6LG
Registered Number: 998314

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 6 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 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 (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 11 am on 26 June 2020. 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. 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.

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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 2020 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 11 am on 26 June 2020 (or, if the Meeting is adjourned, at 6.00pm 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.

SIG PLC NOTICE OF ANNUAL GENERAL MEETING Continued

11. As at 29 May 2020 (the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 591,556,982 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 591,556,982.
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; 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 the 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 recognized, 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 2020 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 2020 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.

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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.
 18. The contents of this Notice of AGM and all the information required by Section 31 A 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.

BIOGRAPHICAL DETAILS FOR EACH DIRECTOR

Andrew Allner

BA, FCA

Non-Executive Chairman

Age: 66

Became Non-Executive Chairman on 1 November 2017.

External roles

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

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.

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 five new Non-Executive Directors, two new Executive Directors. He has managed the CEO succession and supported the new CEO in the development of the strategy, people and organisational changes, refinancing and a proposed equity raise.

Steve Francis

MA

Chief Executive Officer

Age: 59

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

External roles

Stephen does not currently undertake any external roles.

Experience and past roles

Steve has previously been the Chief Executive Officer of Patisserie Holdings PLC, Tulip Ltd and Danwood Group Holdings Ltd and a non-executive director of Prestige Nursing + Care. 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, A.T. Kearney and other global strategy consulting firms and was a founder partner of MNS Partners LLC.

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.

Kath Kearney-Croft

MBA, ACMA

Chief Financial Officer

Age: 46

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

External roles

Kath does not currently undertake any external roles.

Experience and past roles

Prior to joining SIG Kath was Group Finance Director of the Vitec Group. Prior to this she held a number of financial leadership roles at Rexam PLC and was Group Finance Director prior to its acquisition by Ball Corporation Inc. in July 2016. She also previously held a number of operational finance roles in the UK and US at The BOC Group plc. Kath is a chartered management accountant and holds an MBA from Alliance Manchester Business School.

Contribution

Kath has held a number of senior finance roles and brings extensive experience in Improving financial performance and measurement and implementing financial control and management procedures across a range of businesses.

Kate Allum

BSc Econ

Non-Executive Director

Age: 54

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

External roles

Kate is the Chair of the Remuneration Committee and the Non-Executive Director responsible for workforce engagement and the Board whistleblowing champion. She holds non-executive director roles at Republic of Ireland Origin Enterprises plc, Cranswick plc and Stock Spirits Group PLC. She is chair of the Remuneration Committee of both Origin Enterprises plc and Cranswick plc.

Experience and past roles

Kate's previous positions include being chief executive of Cedo Ltd and of First Milk Limited. Prior to that, she was Head of European Supply Chain at McDonald's Restaurants Ltd.

Contribution

Kate is an experienced non-executive director and remuneration committee chair holding these positions with a number of listed companies. She brings extensive people and change management experience. The Board considers this to be important in driving the people agenda and in her roles as the designated non-executive director responsible for workforce engagement and the Board whistleblowing champion.

Ian Duncan

MA, ACA

Non-Executive Director

Age: 59

Became a Non-Executive Director on 1 January 2017.

External roles

Ian is the Senior Independent Non-Executive Director and Chair of the Audit Committee of Bodycote plc and a Non-Executive Director and Chair of the Audit Committee of Babcock International plc.

Experience and past roles

Having developed a portfolio career since 2010, Ian was previously a Non-Executive Director and Chair of the Audit Committee at WANdisco plc and Fiberweb plc. Ian's last executive role was as Group Finance Director of the Royal Mail Group plc.

Contribution

Ian is an experienced Non-Executive Director and Audit Committee Chairman having held these positions with a number of listed companies. He brings extensive financial and change management experience and financial expertise and insight as Chairman of the Audit Committee.

Gillian Kent

BA, CIM Diploma in Marketing

Non-Executive Director

Age: 56

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 and with three private companies, Portswigger Ltd, KR Group and No Agent Technologies 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.

Alan Lovell

MA, FCA

Senior Independent Non-Executive Director

Age: 66

Became a Non-Executive Director on 1 August 2018.

External roles

Alan is Non-Executive Chairman of Safestyle UK plc, Interserve 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.

Board Committees¹

Audit Committee

Mr I.B. Duncan – Chair
Ms H.C. Allum
Ms G.D.C Kent
Mr A.C. Lovell

Remuneration Committee

Ms H.C. Allum – Chair
Mr A.J. Allner
Mr I.B. Duncan
Ms G.D.C Kent
Mr A.C. Lovell

Nominations Committee

Mr A.J. Allner – Chair
Ms H.C. Allum
Mr I.B. Duncan
Ms G.D.C. Kent
Mr A.C. Lovell

Notes:

¹ Membership as at 29 May 2020

² Directors' ages are correct as at 29 May 2020

SHAREHOLDER NOTES

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