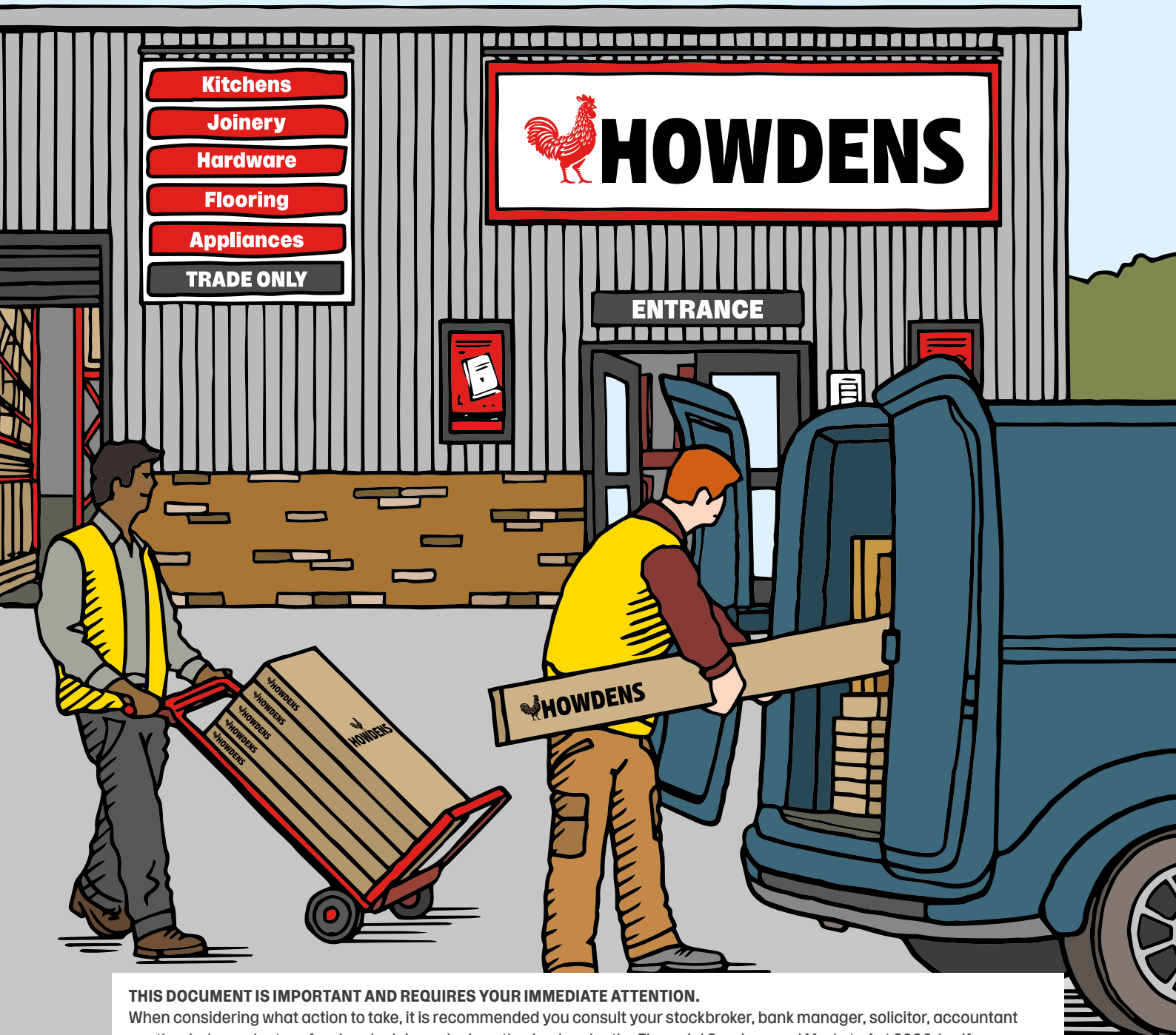




# HOWDENS

**Annual General Meeting 2020**

**11.00am, 7 May 2020**



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

When considering what action to take, it is recommended you consult your stockbroker, bank manager, solicitor, accountant or other independent professional advisor who is authorised under the Financial Services and Markets Act 2000 (or, if you are resident outside the UK, an independent and appropriately qualified financial advisor).

If you have sold or otherwise transferred all of your Howden Joinery Group Plc shares, please pass this document and the accompanying form of proxy to the purchaser or transferee, or to the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

# Information

## LOCATION

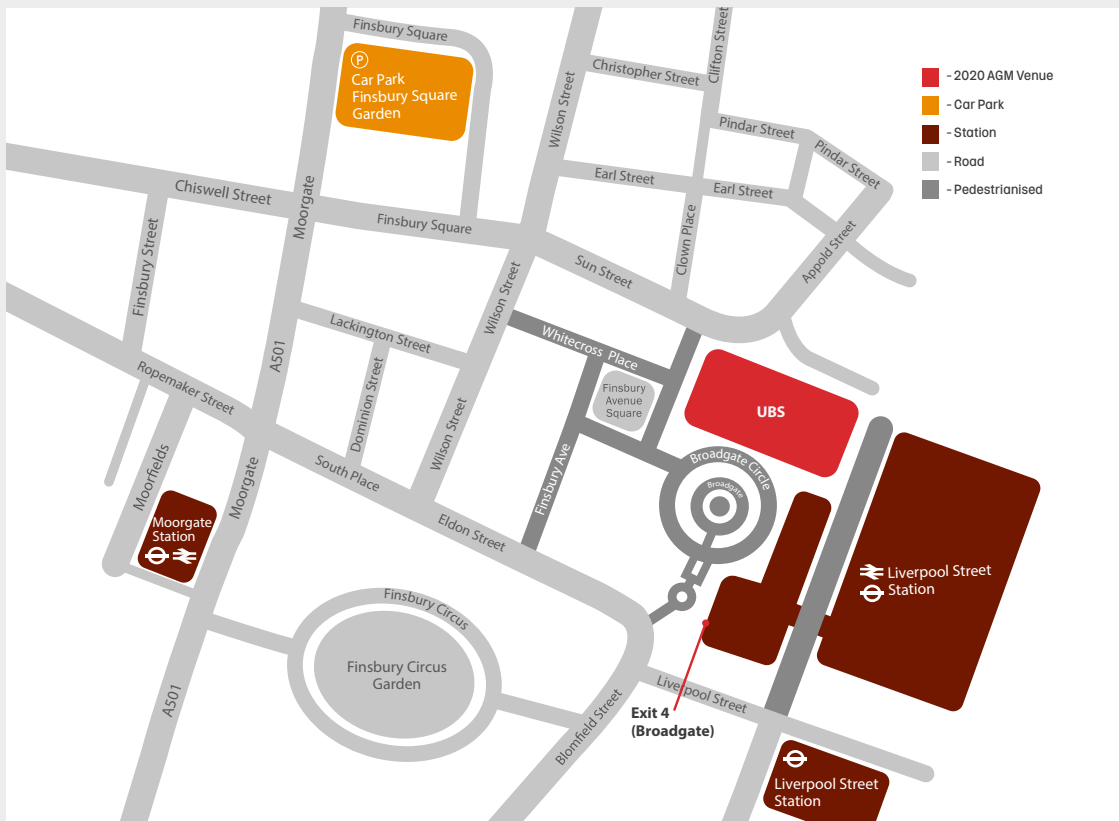
7th Floor  
UBS  
5 Broadgate  
London  
EC2M 2QS

## DATE AND TIME

11.00am  
Thursday, 7 May 2020

## DIRECTIONS

Both Moorgate and Liverpool Street stations, which run national rail and underground services, are within a short walk of the venue. If you arrive at Liverpool Street Station, please leave the station through **'Exit 4 (Broadgate)'** (see map below).



# Chairman's letter

18 March 2020

Dear Shareholder,

The Annual General Meeting (the "AGM") of Howden Joinery Group Plc (the "Company") will commence at **11.00am on Thursday, 7 May 2020** at **UBS, 5 Broadgate, London, EC2M 2QS**. Details of the business to be considered at the AGM are set out in the formal Notice of Meeting that follows this letter.

## BOARD OF DIRECTORS

All of the directors of the Company (the "Directors" or the "Board") as at the date of the AGM will stand for election (if appointed by the Board since the 2019 AGM) or re-election (if elected by shareholders at the 2019 AGM). If you would like more information about the Directors, biographies of each are available at [www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com) and on pages 68 and 69 of the 2019 Annual Report. In proposing election and re-election, my fellow Board members and I confirm that we have considered the formal performance evaluation undertaken in respect of each of the Directors seeking re-election, particularly in relation to individual contribution and commitment.

## ARTICLES OF ASSOCIATION

We are proposing that an updated set of Articles of Association (the "New Articles") is adopted at this year's AGM, which will reflect recent developments in market practice, including in relation to the retirement and re-appointment of directors, hybrid AGMs and untraced shareholders. A summary of the principal changes being proposed may be found in Appendix 1 on pages 10 and 11 and a full marked up copy of the New Articles detailing both the principal changes noted in Appendix 1 and other minor changes is available on our website [www.howdenjoinerygroupplc.com/agm](http://www.howdenjoinerygroupplc.com/agm).

## VOTING RECOMMENDATION AND ARRANGEMENTS

The Board believes that all the proposals to be considered at the 2020 AGM are in the best interests of you, the Company's shareholders, and the Company itself. We therefore unanimously recommend that you vote in favour of all the resolutions proposed on pages 3 to 9 of the formal Notice of Meeting.

Voting at the AGM will be taken by a poll rather than a show of hands. A poll ensures that the votes of shareholders who are unable to attend the AGM, but who have appointed proxies, are taken into account in the final voting results. We believe this method gives a more accurate reflection of the views of all of our shareholders.

We strongly recommend that you complete the proxy form sent to you with the Notice of Meeting to ensure your vote is counted. Please return the completed proxy form to the Company's Registrars (details and instructions are given on the form itself). Proxy forms must be received by the Registrar by **11.00am on Tuesday, 5 May 2020** to be counted in the voting. Please be reassured that you may still attend and vote in person at the AGM even if you have submitted a proxy form.

## COVID-19 (CORONAVIRUS)

We are keeping under consideration whether any special measures should be put in place for the AGM in response to the ongoing COVID-19 (Coronavirus) situation. If applicable, we will put details on our website ([www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com)) prior to the AGM and recommend you check for updates regularly.

If you plan to attend the AGM in person, please consult public health advice published by the UK government prior to travelling. If you choose not to attend the meeting, we would encourage you to appoint a proxy (or proxies) in accordance with the information provided in the 'Voting Recommendations and Arrangements' section above and in the procedural notes at the end of this notice. If you decide to attend the AGM after having appointed a proxy (or proxies), you may still vote at the meeting itself.

If you would like to submit a question to the Board in advance of the meeting, please write to Company Secretarial, Howden Joinery Group Plc, 40 Portman Square, London, W1H 6LT or [cosec@howdens.com](mailto:cosec@howdens.com).

Please be mindful that there may be additional procedures in place upon entering the AGM venue, so we recommend arriving at **least 45 minutes prior to the start of the meeting**.

Yours sincerely

**Richard Pennycook**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the "AGM") of Howden Joinery Group Plc (the "Company") will be held at **UBS, 5 Broadgate, London, EC2M 2QS on Thursday, 7 May 2020 at 11.00am** to consider and, if thought fit, to pass the resolutions set out below. Explanatory notes to each resolution are included in this Notice below each resolution. Voting on all resolutions will be by way of a poll.

Resolutions 1-15 are proposed as Ordinary Resolutions. Resolutions 16-19 are proposed as Special Resolutions.

## ORDINARY RESOLUTIONS

**FOR EACH OF THESE RESOLUTIONS TO BE PASSED, MORE THAN 50% OF THE VOTES CAST MUST BE IN FAVOUR**

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### Accounts and Reports

- To receive the accounts and reports of the directors of the Company (the "Directors" or the "Board") and the report of the independent auditor for the 52 weeks ended 28 December 2019.**

#### Explanation

The Directors are required to present the reports of the Directors and the accounts of the Company for the 52 weeks ended 28 December 2019 to shareholders at the AGM. This is a standard resolution common to annual general meetings.

### Directors' Remuneration Report

- To approve the Directors' Remuneration Report as set out in the Report and Accounts for the 52 weeks ended 28 December 2019.**

#### Explanation

The Directors' Remuneration Report, which begins on page 92 of the 2019 Annual Report and Accounts (the "Annual Report"), gives details of your Directors' remuneration for the 52 weeks ended 28 December 2019. The Company's auditor, Deloitte LLP, has audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on pages 161 to 168 of the Annual Report. The Board considers that appropriate, fair and responsible executive remuneration is central to ensuring management's interests are closely aligned with those of the shareholders. The vote on the Directors' Remuneration Report is an advisory vote and therefore any individual's entitlement to remuneration is not conditional on the resolution being passed.

### Final Dividend

- To declare a final dividend of 9.1 pence per ordinary share recommended by the Directors in respect of the 52 weeks ended 28 December 2019, payable on Friday, 19 June 2020 to ordinary shareholders named on the register of members as at 6.00pm on Friday, 22 May 2020.**

#### Explanation

A final dividend may only be paid after the shareholders have approved it at a general meeting. Subject to this resolution being approved by shareholders, the final dividend of 9.1 pence per ordinary share for the 52 weeks ended 28 December 2019 will be paid on Friday, 19 June 2020 to shareholders whose names are on the register of members at 6.00pm on Friday, 22 May 2020.

An interim dividend of 3.9 pence per ordinary share was paid on 22 November 2019. Therefore, if this resolution is passed, the total full-year dividend for the 52 weeks ended 28 December 2019 will be 13.0 pence per ordinary share.



### Director Election and Re-Election

4. To elect Louise Fowler as a Director of the Company.
5. To re-elect Karen Caddick as a Director of the Company.
6. To re-elect Andrew Cripps as a Director of the Company.
7. To re-elect Geoff Drabble as a Director of the Company.
8. To re-elect Andrew Livingston as a Director of the Company.
9. To re-elect Richard Pennycook as a Director of the Company.
10. To re-elect Mark Robson as a Director of the Company.
11. To re-elect Debbie White as a Director of the Company.

#### Explanation

In line with requirements of the Company's articles of association (Article 117), Directors appointed by the Board since the last AGM are required to submit themselves for election at the first AGM following their appointment. Therefore, Louise Fowler will offer herself for election (Resolution 4). In accordance with the 2018 UK Corporate Governance Code, each Director elected at the previous AGM should retire and seek re-election at the forthcoming AGM. The Directors seeking re-election may be found in Resolutions 5 to 11 inclusively.

We believe that there is a good balance of skills and experience available to the Company through the current members of the Board. The performance of individuals and of the Board both individually and as a whole was formally considered through an externally-facilitated board evaluation process in November 2019. Having considered the performance of the individuals standing for election, the Nominations Committee is satisfied with the contribution of all the current Directors, that each Director's performance continues to be effective and that each Director demonstrates commitment to their role. It is therefore proposed that each is either elected or re-elected.

Biographies for each of the Directors are available at [www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com). Details of Directors' current significant appointments and an explanation of the importance of each Director's contribution to the Company's long term sustainable success may be found on pages 68 and 69 of the 2019 Annual Report.

### Reappointment and Remuneration of Auditors

12. To reappoint Deloitte LLP ("Deloitte") as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM at which accounts are laid.
13. To authorise the Directors to determine the auditor's remuneration.

#### Explanation

The auditor of a company must be reappointed at each general meeting at which accounts are laid. Resolution 12 proposes the reappointment of the Company's existing auditor, Deloitte, until the conclusion of the next AGM of the Company at which accounts are laid.

The Audit Committee has considered the rules on mandatory audit tendering and auditor rotation and has determined that it is in the best interests of the Company to retain Deloitte as its auditor until the end of the current five-year lead audit partner cycle, which is due to conclude in 2021. The Audit Committee will, however, continue to keep the need to re-tender under review during this cycle to ensure Deloitte remain sufficiently independent and effective in ensuring a robust audit process.

Resolution 13 gives authority to the Directors to determine the auditor's remuneration. In the 52 weeks ended 28 December 2019, the fees paid to Deloitte by the Company totalled £0.7m, of which £0.1m accounted for non-audit fees.

# Notice of Annual General Meeting continued

## Political Donations

14. 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 (the Act), 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, to:

(a) make political donations to political parties and/or independent election candidates;

(b) make political donations to political organisations other than political parties; and

(c) incur political expenditure, up to an aggregate amount of £100,000.

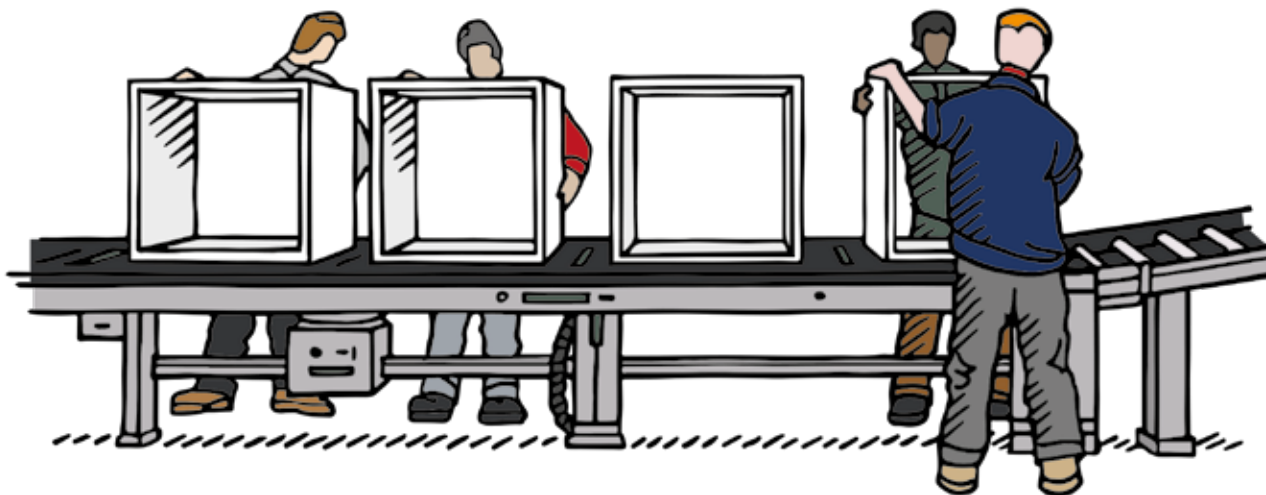
For the purpose of this resolution the terms "political donations", "independent election candidates", "political organisations" and "political expenditure" have the meanings as set out in sections 363 to 365 of the Act.

### Explanation

The Companies Act 2006 (the Act) prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders.

Neither the Company nor any of its subsidiaries has any intention of making any political donation or incurring any political expenditure. However, the relevant provisions of the Act define "political party", "political organisation", "political donation" and "political expenditure" in a broad manner. For example, donations to certain charitable organisations could, technically, constitute "political donations" or "political expenditure".

This resolution enables the Company and its subsidiaries to incur expenditure of up to £100,000 in aggregate in respect of the various heads identified in the relevant provisions without inadvertently committing a breach of the Act through the undertaking of routine activities such as making charitable donations or providing sponsorship. The authority sought will, if granted, last until the conclusion of the next AGM of the Company.



### Authority to Allot Shares

15. (a) That the Board be and is hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company:
- i. up to an aggregate nominal amount of £19,928,276; and
  - ii. comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £39,856,552 (including within such limit any shares issued or rights granted under (i) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's annual general meeting or, if earlier, until the close of business on 7 August 2021 but, in each case, so that the Company may make offers and enter into arrangements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends and the Board may allot shares and grant rights under any such offer or agreement as if the authority had not ended.
- (b) That, subject to paragraph (c), all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution; and
- (c) That paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

#### Explanation

This resolution seeks authority for the Directors to allot up to a maximum nominal amount of £19,928,276 (being one-third of the issued share capital of the Company as at 11 March 2020 in accordance with Investment Association guidance) and also gives the Board authority to allot ordinary shares up to a maximum amount of £39,856,552 by way of a rights issue (being two-thirds of the issued share capital of the Company as at 11 March 2020, also in accordance with Investment Association guidance).

The Board has no present intention to exercise this authority, other than in connection with the Company's various share-based plans for employees; however, it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to renew this authority annually. The authority sought under this resolution will expire at the conclusion of the annual general meeting in 2021 or on 7 August 2021, whichever is the earlier (unless previously renewed, varied or revoked by the Company in a general meeting).

As at 11 March 2020 (the latest practicable date prior to publication of this Notice), the Company held 6,015,580 ordinary shares in treasury, which represents 1.01% of the Company's issued ordinary share capital (calculated exclusive of treasury shares).

# Notice of Annual General Meeting continued

## SPECIAL RESOLUTIONS

**FOR EACH OF THESE RESOLUTIONS TO BE PASSED, A MINIMUM OF 75% OF THE VOTES CAST MUST BE IN FAVOUR**

### Disapplication of Pre-Emption Rights

16. That, subject to the passing of Resolution 15, and in place of all existing powers, the Board be and is hereby generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, under the authority given by Resolution 15 as if section 561 of the Act did not apply to the allotment.

This power:

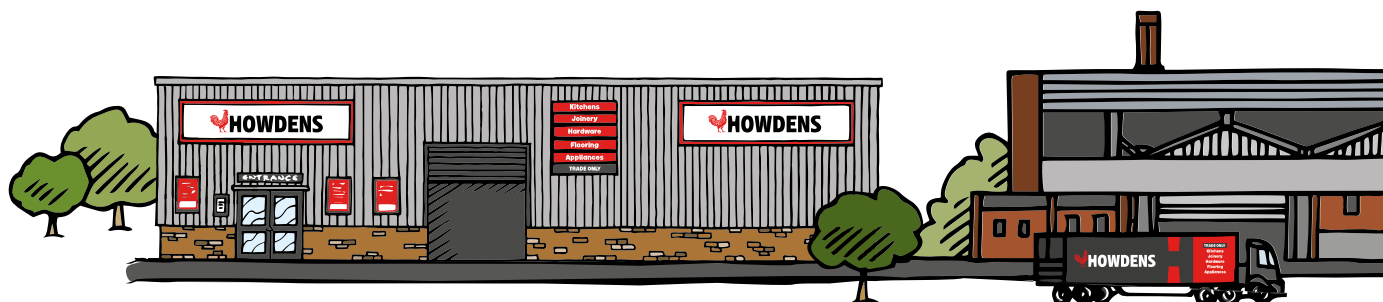
- (a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 15(a)(ii), by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- (b) in the case of the authority granted under Resolution 15(a)(i), shall be limited to the allotment (otherwise than under (a) above) of equity securities up to an aggregate nominal amount of £2,989,241;
- (c) shall apply until the end of next year's annual general meeting or, if earlier, until the close of business on 7 August 2021 but during this period the Company may make offers and enter into arrangements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended; and
- (d) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "under the authority given by Resolution 15" were omitted.

#### Explanation

This resolution seeks to renew the authority of Directors to issue the Company's equity securities for cash without application of the pre-emption rights. The power granted by this resolution will expire on the conclusion of next year's annual general meeting or, if earlier, on 7 August 2021.

The passing of this authority will give the Directors flexibility to finance business opportunities by issuing shares without making a pre-emptive offer to existing shareholders first. Other than in connection with a rights issue, open offer or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £2,989,241 which represents 5% of the Company's issued ordinary share capital (as at 11 March 2020) in accordance with the Pre-Emption Group's Statement of Principles.

The Board confirms that in any rolling three-year period they have no intention of issuing more than 7.5% of the issued share capital for cash on a non pre-emptive basis. This resolution also seeks a disapplication of pre-emption rights on a rights issue so as to allow the Directors to make exclusions or other appropriate arrangements to resolve legal or practical problems in connection with such an issue.





### Authority to Purchase Own Shares

17. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company (“ordinary shares”) provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 59,784,828;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
  - i. an amount equal to 105% of the average middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- (d) this authority expires at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 7 August 2021; and
- (e) the Company may make a purchase of ordinary shares after the expiry of this authority if the contract for such purchase was entered into before such expiry.

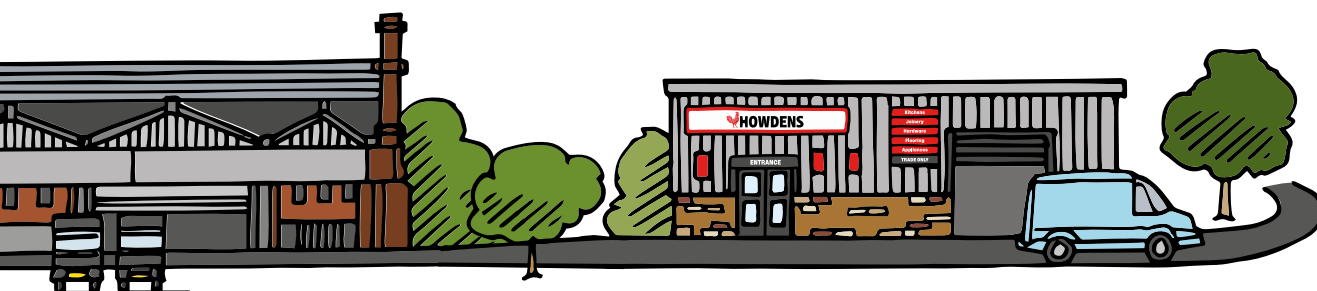
#### Explanation

This resolution renews the authority granted at last year’s annual general meeting and affords the Company the authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 59,784,828 (representing 10% of the issued share capital of the Company at 11 March 2020) and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM in 2021.

Shares that are bought in the market by the Company’s brokers will either be held in treasury to use for future obligations for Company employee share schemes, or cancelled. Any shares held as treasury shares as a result of the repurchase programme will not receive any dividends and will have no voting rights. The authority to purchase the Company’s ordinary shares will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the best interests of the shareholders as a whole.

As at 11 March 2020, options over 5,493,543 ordinary shares representing 0.92% of the current issued share capital were outstanding under all employee share schemes adopted by the Company. If the authority to purchase the Company’s ordinary shares were to be exercised in full, these options would represent 0.92% of the Company’s issued share capital. As at 11 March 2020, the Company held 6,015,580 treasury shares.

During 2019, the Company returned over £55m to shareholders by repurchasing a total of 10,772,446 shares, which were cancelled. In the 2019 Preliminary Results, the Company announced that it would undertake an on-market share buyback programme and repurchase an additional £85m of its own shares in the period to the end of 2021.



# Notice of Annual General Meeting continued

## Adoption of New Articles of Association

- 18. That, with effect from the conclusion of the meeting, the articles of association of the Company produced to the meeting, and initialled for the purpose of identification by the Chair of the meeting, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.**

### Explanation

The Company is proposing to adopt new articles of association (the "New Articles") in order to update the existing articles of association to reflect recent developments in market practice, including in relation to the retirement and re-appointment of directors, hybrid AGMs and untraced shareholders.

Details of the principal changes being proposed in the New Articles are summarised in Appendix 1. Changes of a minor, technical or clarifying nature (the "Minor Changes") have not been summarised in Appendix 1. A copy of the New Articles, together with a marked up version detailing both the principal changes noted in Appendix 1 and the Minor Changes will be available for inspection on Howdens' website and during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office, from the date of this notice until the close of the meeting. They will also be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

## Notice of General Meetings

- 19 That a general meeting other than an annual general meeting may be called on no less than 14 clear days' notice.**

### Explanation

This resolution is required to reflect the implementation of the Shareholder Rights Directive in August 2009. The regulation implementing this Directive increased the notice period for general meetings of the Company to 21 days. Under the Articles, the Company can call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must have approved the calling of meetings on 14 clear days' notice; Resolution 19 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice.

By order of the Board

**Forbes McNaughton**  
Company Secretary

18 March 2020

# Appendix 1

## SUMMARY OF THE PRINCIPAL CHANGES BEING PROPOSED IN THE NEW ARTICLES

1. The New Articles amend the existing articles of association with respect to shareholders who are considered untraced after a period of 12 years. The existing articles allow the Company, subject to certain conditions, to sell the shares of a shareholder if in the 12 years prior to such sale at least three dividends have become payable to that shareholder which have not been cashed and the Company has issued advertisements of its intention to sell those shares in national and local newspapers. The New Articles will give the Company greater flexibility when trying to trace shareholders, requiring the Company to make reasonable enquiries to establish the address of the relevant shareholder and send notice stating that it intends to sell the shares to the last known address. Shareholders whose shares are sold following this process will not be able to claim the proceeds of the sale.
2. As part of the modernisation of the Company's articles of association, they have been amended to allow for hybrid AGMs to be held. The New Articles shall provide that attendance by certain shareholders can be via electronic means. This will make participation at general meetings easier for shareholders.
3. In line with the Corporate Governance Code and accepted market practice, all directors are required to be re-elected by shareholders at each AGM. Although the Company has in practice been compliant with this provision, the Board proposes that this requirement be enshrined within the New Articles. Necessary related changes (allowing for the reappointment) have been made so that the Company can continue to operate, and comply with its legal and regulatory obligations, in the event that not enough directors are able to act due to the re-election resolutions put to the AGM having been lost.
4. Currently, the Board may change the name of the Company using a directors' resolution. The New Articles will amend this so that the Company's name may only be changed by way of a special resolution.
5. The Board feels it is appropriate to increase the cap on non-executive director remuneration (the "NED Cap"). Under the existing articles, the NED Cap is set at £750,000 per annum. By increasing the cap to £1,000,000 per annum, the Company will have greater flexibility to implement the most appropriate remuneration as part of its continued growth. The increase will also provide sufficient head-room to enable the Board to execute any succession plans for the future. The Board is satisfied that this new cap is in-keeping with current market practice.



## Appendix 1 continued

6. Under the existing articles of association, the Board is authorised to allot shares (or grant certain rights over shares) up to an amount authorised by the shareholders in accordance with section 551 of the Companies Act 2006 (the "section 551 authority") and, in certain circumstances, as if the existing shareholders' right of pre-emption contained in section 561 of the Companies Act 2006 did not apply (the "section 561 disapplication"). The Board considers it appropriate to remove the section 551 authority and the section 561 disapplication from the articles of association as this can make it more difficult for the Company to comply with investor best practice guidance (In particular, the Pre-Emption Group's Statement of Principles). This change will not alter the Company's current practice, which has been to require stand-alone resolutions in relation to the section 551 authority and section 561 disapplication at each AGM.
7. The New Articles will provide the Company with additional flexibility to prescribe the manner in which dividends are paid. Although the existing articles of association permit the payment of dividends by electronic means, the New Articles allow the Board to determine how dividends are paid to shareholders, including to determine that payments may be made exclusively by inter-bank transfer or other electronic means into accounts nominated by shareholders if and when it is considered desirable to do so, in compliance with the ICSA Registrars' Group's guidance published in March 2014. The Board has no immediate intention of exercising this power but may do so when it becomes accepted best practice.



# Procedural notes

## 1. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the register of members of the Company as at **6.30pm on Tuesday, 5 May 2020** shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## 2. Entitlement to appoint proxies

A registered member of the Company may appoint one or more proxies to exercise all or any of his or her rights to attend, speak and vote at a meeting of the Company provided that if more than one proxy is appointed each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.

The proxy form sent to you with this Notice of Meeting invites members to vote in one of three ways: "for", "against" and "vote withheld". Please note that a "vote withheld" has no legal effect and will count neither for nor against a resolution.

In order to be valid, an appointment of proxy must be returned by one of the following methods:

- Sending the completed and signed form of proxy sent to you with this Notice of Meeting by post or by hand (during normal business hours) so as to be received by the Company's Registrars, **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA** no later than **11.00am on Tuesday, 5 May 2020**;
- Electronically through [www.sharevote.co.uk](http://www.sharevote.co.uk) or by accessing the mobile site via the following Quick Response code:



- Members will be required to enter their Voting ID, Task ID and Shareholder Reference Number (printed on a member's form of proxy) and to agree to certain terms and conditions. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's Registrars no later than **11.00am on Tuesday, 5 May 2020**; or
- In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the following procedures.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the Company's Registrars, Equiniti, (under CREST participant ID "RA19") no later than **11.00am on Tuesday, 5 May 2020**. 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 Registrars are able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual.

We 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.

Returning a form of proxy will not prevent a member from attending the meeting and voting in person.

Any power of attorney or other authority (if any) under which the form of proxy is executed (or a duly certified or authorised copy of such power of authority) must be included with the form of proxy.

## 3. Nominated Persons

Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the member by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies in paragraph 3 of section 2 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company. If more than one valid proxy appointment is submitted, the form of proxy which is last validly delivered before the latest time for receipt of proxies will take precedence.

## 4. Voting rights

As at 11 March 2020 (being the last practicable date prior to the publication of this Notice), the Company's issued share capital consists of 603,863,861 ordinary shares. The Company holds 6,015,580 shares in treasury and therefore the total number of voting rights in the Company as at 11 March 2020 are 597,848,281.

## 5. Right to ask questions

A shareholder attending the meeting has the right to ask questions relating to the business being dealt with at the meeting in accordance with section 319A of the Act. In certain circumstances prescribed by section 319A of the Act, the Company need not answer a question.

## 6. Shareholder requests

Members may require the Company to publish on a website a statement setting out any matter relating to:

- 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 AGM; or
- any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting that the members propose to raise at the AGM, pursuant to requests under section 527 of the Act.

## Procedural notes continued

The Company is required to publish such information if it receives requests to that effect from members representing no less than 5 per cent of the total voting rights of all members who have a right to vote on the matter or no less than 100 members with the right to vote on the matter and who hold shares on which an average sum per member of no less than £100 has been paid up. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Members have the right, under Section 338 of the Companies Act, to require the Company to give members entitled to receive notice of the AGM, notice of a resolution which the members wish to be moved at the Company's AGM. Additionally, members have the right under Section 338A of the Companies Act to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM.

A resolution may properly be moved at the AGM unless:

- (i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise),
- (ii) it is defamatory of any person; or
- (iii) it is frivolous or vexatious.

The Company is required to give such notice of a resolution or include such matter once it has received requests from members representing at least 5% of the total voting rights of all the members who have a right to vote at the AGM or from at least 100 members with the same right to vote who hold shares in the Company on which there has been paid up an average sum per member of at least £100.

Such a request may be in hard copy form or electronic form and must be received by the Company not later than six clear weeks before the AGM or, if later, the time at which notice is given of the AGM. In the case of a request relating to Section 338A of the Companies Act, the request must be accompanied by a statement setting out the grounds for the request.

### 7. Communicating with the Company in relation to the AGM

Except as provided above, members who wish to communicate with the Company in relation to the AGM should do so using the following means:

- (a) by writing to the Company Secretary at the registered office address or at [cosec@howdens.com](mailto:cosec@howdens.com); or
- (b) by writing to the Company's Registrar, **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.**

No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of Meeting or in any related documents (including the Chairman's Statement, the Annual Report 2019 and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

### 8. Inspection of documents

A copy of the proposed **amendments to the Company articles of association** (see Resolution 18) and copies of the Directors' service contracts and/or letters of appointment by the Company will be available for inspection at the Company's registered office at **40 Portman Square, London, W1H 6LT** during usual business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this Notice of Meeting until the conclusion of the AGM. They will also be available at the place of the AGM (**UBS, 5 Broadgate, London, EC2M 2QS**) on 7 May 2020 for at least fifteen minutes prior to and until the conclusion of the AGM.

**Website**

A copy of this Notice of Meeting and the other information required by section 311A of the Act can be found on the Company's website, [www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com).

**Data protection statement**

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 Registrars) 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.





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