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9. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.

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Please  
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here

Link Asset Services  
34 Beckenham Road,  
Beckenham,  
Kent  
BR3 4ZF

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## NOTICE OF ANNUAL GENERAL MEETING OF WESTMINSTER GROUP PLC

1

(the "Company")

Company Number: 3967650

THE COMPANIES ACTS 1985 TO 2006  
PUBLIC COMPANY LIMITED BY SHARES

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of BDO LLP, 150 Aldersgate Street, London, EC1A 4AB on 18 June 2019 at 11:00 am for the following purposes:

### ROUTINE BUSINESS

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

- To receive, consider and adopt the Company's audited Financial Statements for the financial year ended 31 December 2018 together with the directors' report and auditors' report on those Financial Statements.
- To re-appoint Sir Anthony Baldry who retires by rotation, as a director of the Company.
- To re-appoint Mr Peter Fowler who retires by rotation, as a director of the Company.
- To re-appoint Mr Mark Hughes, who retires from office in accordance with the Articles of Association, as a director of the Company.
- To re-appoint Mr Charles Cattaneo, who retires from office in accordance with the Articles of Association, as a director of the Company.
- To reappoint BDO LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting at which the Financial Statements are laid before the Company.
- To authorise the directors to fix the remuneration of the auditors.

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, in the case of resolution 8 as an ordinary resolution and in the case of resolution 9 as a special resolution:

- That the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £6,500,000 provided that (unless previously revoked, varied or renewed) this authority shall expire 15 months from the date of passing this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution save that the Company may before such expiry make an offer or enter into an agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. Such authority shall be in substitution for any equivalent authority granted to the directors of the Company prior to the passing of this resolution, but without prejudice to the continuing authority of the directors to allot Relevant Securities pursuant to an offer or agreement made by the Company before the expiry of any such earlier authority. For the purposes of this resolution, a "Relevant Security" is any share in the Company and any right to subscribe for or to convert any security into a share or shares in the Company
- That, subject to the passing of resolution 8 above, the directors of the Company be given power pursuant to sections 570(1) and 573 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 8 and / or sell any equity securities of the company held as treasury shares, as if section 561(1) of the 2006 Act or any pre-emption provisions contained in the company's articles of association did not apply to any such allotment, or sale, provided that such power is limited to:
  - the allotment of equity securities and sale of treasury shares in connection with an offer of such securities by way of a rights issue, open offer or other pre-emptive offer made to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of such shares (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties arising under the laws of any territory or the requirements of any regulatory body, stock exchange or any other matter whatsoever; and
  - the allotment of equity securities and sale of treasury shares (otherwise than pursuant to paragraph 9.1 above) up to a maximum aggregate nominal amount of £6,000,000.

This authority shall expire 15 months from the date of passing this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after the expiry of this power and the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Dated: 22 May 2019

Registered Office:  
Westminster House  
Blacklocks Hill  
Banbury  
Oxfordshire OX17 2BS

BY ORDER OF THE BOARD

Roger Worrall  
Secretary



**Notes:**

- A member entitled to attend and vote at the meeting convened by the above Notice ("Meeting") shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. A proxy need not be a member of the Company but must attend the meeting to represent you.
  - A form of proxy is enclosed. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person, in which case any votes cast by the proxy will be excluded and your proxy appointment will automatically be terminated.
  - To appoint a proxy, using the proxy form, the form must be:
    - completed and signed;
    - sent or delivered to Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
    - received by Link Asset Services no later than forty-eight hours before the time appointed for the holding of the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an agent lawfully authorised in writing or by a duly authorised officer of the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must (failing prior registration) be included with the proxy form.
  - A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
  - CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof 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 Limited's (formerly CRESTCo'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 to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) no later than forty-eight hours before the time appointed for the holding of the Meeting. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the registrars are 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.
  - 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 sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be 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.
- 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-named being the most senior).
  - A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
  - Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at close of business, on the day which is two days before the Meeting (or if the Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at this Meeting.
  - There will be available at the Registered Office of the Company during normal business hours from the date of this Notice until the conclusion of the Annual General Meeting and at the place of the meeting from 10.45 am until the conclusion of the Annual General Meeting, copies of all service contracts of the directors of the Company having an unexpired term of at least 12 months and a copy of the Articles of Association of the Company.

**EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 9 is proposed as special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the relevant resolution.

**RESOLUTIONS 1****Annual Report and Financial Statements**

The Directors are required to present to the Meeting the report of the directors and the Financial Statements of the Company for the year ended 31 December 2018.

The Annual Report and Financial Statements, which include the report of the Company's auditors on the Financial Statements, will be posted shortly. A copy of the Annual Report and Financial Statements will also be made available for viewing and/or download from the publications section of the Company's website at [www.wsg-corporate.com](http://www.wsg-corporate.com).

**RESOLUTIONS 2, 3, 4 & 5****Election and Re-election of Directors**

The Articles of Association of the Company require:

- a number of Directors nearest to but not greater than one third of the Directors holding office to retire by rotation at an Annual General Meeting;
- any director not otherwise required to retire by rotation to retire at the third Annual General Meeting of the Company after his last appointment or re-appointment; and
- any director appointed since the last Annual General Meeting to retire and stand for re-election.

Accordingly, at the Annual General Meeting, Sir Anthony Baldry and Mr Peter Fowler having last been re-appointed at the 2017 Annual General Meeting, will retire and, being eligible, will offer themselves for re-election.

Mr Mark Hughes and Mr Charles Cattaneo having each been appointed since the last AGM on 30 June 2018 will both retire under the Articles of Association and, being eligible will offer themselves for re-election.

Therefore:

Resolution 2 proposes the re-appointment of Sir Anthony Baldry as a Director.

Resolution 3 proposes the re-appointment of Mr Peter Fowler as a Director.

Resolution 4 proposes the re-appointment of Mr Mark Hughes as a Director.

Resolution 5 proposes the re-appointment of Mr Charles Cattaneo as a Director.

Please see the Report and Accounts of the Company for information about the Directors standing for re-election.

**RESOLUTIONS 6 & 7****Appointment of Auditors and Authorisation of their Remuneration**

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before the Company to hold office until the conclusion of the next such meeting. Resolution 6 proposes the reappointment of BDO LLP as auditors of the Company and Resolution 7 authorises the Directors to fix their remuneration.

**RESOLUTION 8****Allotment of shares**

This Resolution authorises the Directors to allot Relevant Securities up to an aggregate nominal amount of £6,500,000. This is the same as the £6,500,000 approved at the 2017 Annual General Meeting and represents approximately 48% of the current issued share capital.

This authority will expire at the conclusion of the next annual general meeting of the Company held after the date on which this Resolution is passed or (if earlier) on 18 September 2020 unless previously renewed, varied or revoked by the Company in general meeting.

**RESOLUTION 9****Disapplication of statutory pre-emption rights**

It is proposed to disapply the statutory pre-emption rights of shareholders within certain limits as set out in Resolution 9. This authority will permit the Directors to make a rights issue or other pre-emptive offer to existing shareholders without the need to comply with the technical requirements of the statutory pre-emption provisions and gives the Directors power to make issues for cash otherwise than to existing shareholders on a pre-emptive basis up to a maximum nominal amount of £6,000,000. This authority is mainly to allow for the issuance of capital for cash to support capital investment programmes and working capital requirements. This represents approximately 44% of the current issued ordinary share capital of the Company.

This authority will expire at the conclusion of the next Annual General Meeting of the Company after the passing of the Resolution or (if earlier) on 18 September 2020 unless previously renewed, varied or revoked by the Company in general meeting.

**FORM OF PROXY****WESTMINSTER GROUP PLC**

I/We (block capitals please)

of

being a member(s) of the Company hereby appoint the chairman of the meeting or (see Note 4)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 18 June 2019 at 11:00 a.m. and at every adjournment thereof. I/We request such proxy to vote on the following resolutions as indicated below:

Resolutions	For	Against	Withhold
1 To receive, adopt and approve the Company's Financial Statements and the reports of the directors and auditors thereon for the year ended 31 December 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Sir Anthony Baldry as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint Mr Peter Fowler as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Mr Mark Hughes as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-appoint Mr Charles Cattaneo as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-appoint BDO LLP as auditor of the Company until the conclusion of the next Annual General Meeting at which the Financial Statements are laid before the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To authorise the Directors to fix the remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To authorise the Directors to allot relevant securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To disapply the statutory pre-emption rights under the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Names of joint holders (if any) :

Dated :

Signature :

**NOTES**

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
  - on any resolution referred to above, if no instruction is given in respect of that resolution; and
  - on any business or resolution considered at the meeting other than the resolutions referred to above.
- The withhold option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- If you wish to appoint someone other than the chairman of the meeting as your proxy please insert their name. If you insert no name then you will be deemed to have appointed the chairman of the meeting as your proxy. A proxy need not be a member of the Company.
- To be effective this form, and (failing prior registration) any power of attorney, or other authority under which it is executed (or a duly certified copy thereof), must be completed and signed and deposited at Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time for holding the meeting or adjourned meeting or in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, it must be so deposited in advance of the time for the taking of the poll at which it is to be used.
- Where the member is a corporation this form must be executed under its common seal or otherwise executed as a deed on its behalf or signed on its behalf by an attorney or duly authorised officer of the corporation.
- In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
- Completion of this form will not prevent you from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.