

## NOTICE OF MEETING

### ORDINARY BUSINESS

Notice is hereby given that the Annual General Meeting of Northamber plc will be held at Namber House, 23 Davis Road, Chessington, Surrey KT9 1HS on 10 March 2021 at 12 noon for the following purposes:

1. To receive and adopt the company's accounts for the year ended 30 June 2020 and the directors' and auditors' reports thereon.
2. To propose the following ordinary resolution: That the directors' remuneration report for the year ended 30 June 2020 be received and approved.
3. To declare a dividend on the ordinary shares of the company.
4. Re-elect Mr J.P. Henry as a director.
5. Re-elect Mr C.M. Thompson as a director.
6. To elect Mr A.M. Phillips as a director.
7. To re-appoint Mazars LLP as auditors and to authorise the directors to fix their remuneration.

### ORDINARY RESOLUTION

8. THAT, the directors be generally and unconditionally authorised to allot equity securities (as defined by Section 560 of the Companies Act 2006 (the "Act"), up to an aggregate nominal amount of £181,545 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph 10 below) in connection with an offer by way of a rights issue:
  - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

provided that this authority shall, unless renewed, varied or revoked by the company, expire on the 31 March 2022 or, if earlier, the date of the next Annual General Meeting of the company save that the company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. The authority granted by this resolution shall replace all existing authorities to allot any shares in the company and to grant rights to subscribe for or convert any security into shares in the company previously granted to the directors pursuant to section 551 of the Act.

### SPECIAL RESOLUTIONS

9. THAT, the directors be authorised to allot equity securities pursuant to Resolution 8 above up to an aggregate nominal amount of £90,771 as if Section 561 of the Act (existing shareholders' rights of pre-emption):
  - (a) did not apply to the allotment, or
  - (b) applied to the allotment with such modifications as the directors may determine,

provided that this authority shall, unless renewed, varied or revoked by the company, expire on the 31 March 2022 or, if earlier, the date of the next Annual General Meeting of the company save that the company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. The authority granted by this resolution shall replace all existing authority previously granted to the directors to allot equity security as if Section 561 of the Act did not apply.

10. THAT the company be and is hereby unconditionally and generally authorised to make market purchases (within the meaning of Section 693(4) of the Act of ordinary shares of 1p in the capital of the company, provided that:
- (a) the maximum number of shares hereby authorised to be acquired is 2,723,158 representing 10 per cent of the present issued share capital;
  - (b) the minimum price which may be paid for such shares is 1p per share (exclusive of all expenses);
  - (c) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount (exclusive of expenses) equal to 105 per cent of the average middle market quotations of the ordinary shares of the company as derived from the Daily Official List of The London Stock Exchange on the 10 dealing days immediately preceding the day on which the shares are contracted to be purchased;
  - (d) the authority hereby conferred shall (subject to sub-clause (e) below) expire on the date of the next Annual General Meeting of the company after the passing of this resolution; and
  - (e) the company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will, or may be, executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of any such contracts.
11. THAT the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By Order of the Board

**S. Yoganathan**  
*Company Secretary*  
10 February 2021

*Registered Office:*

Namber House  
23 Davis Road  
Chessington  
Surrey  
KT9 1HS

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the company. Completion and return of a form of proxy will not prevent a member from attending and voting at the meeting.
- (2) The instrument appointing a proxy and the power of attorney (if any) under which it is signed must be deposited at the offices of the registrars of the company, not less than forty-eight hours before the time of the meeting.
- (3) There will be available for inspection at the registered office of the company during normal business hours from the date of this Notice until the date of the Annual General Meeting and, at the place of the Annual General Meeting, from at least fifteen minutes prior to and until the conclusion of the Annual General Meeting:
  - (a) copies of the executive directors' service agreements with the company;
  - (b) the Register of Directors' Interests;
  - (c) a copy of the current Articles of Association of the Company; and
  - (d) a copy of the proposed new Articles of Association of the Company.
- (4) The principal changes being proposed in the New Articles of Association are summarised in the Appendix to this Notice.

## Appendix – Comparison of proposed new articles of association against existing articles of association

The purpose of adopting the new articles of association is to reflect developments in market practice since the Company's articles of association were last amended, which was quite some time ago (April 2008). Due to the nature of the changes, the Company is proposing the adoption of the new articles of association rather than making amendments to the current articles of association. A comparison of the new articles of association against the existing articles of association is set out below.

	<i>Northamber plc – proposed new articles of association</i>	<i>Northamber plc – existing articles of association</i>
<b>General observations</b>	Governed by the Companies Act 2006	Articles adopted on 1 June 1984 (as amended by special resolution on 3 April 2008)  Governed by the Companies Acts 1948 to 1985 – as such, there are outdated references throughout the Articles
<i>Share Capital</i>		
<b>Authorised Share Capital</b>	Not required	Authorised Share Capital of £2,000,000 comprising of 82,467,600 Ordinary Shares of 1p each and 29,282,100 C Shares of 4p each (Art 3)
<b>Alteration of capital</b>	Yes (Art 4.1.1)	Yes (Art 45)
<b>Commission payable in connection with share subscriptions</b>	Yes (Art 5.2.1)	Yes (Art 8)
<i>Share Certificates</i>		
<b>The Company shall issue a share certificate to all shareholders (in respect of those who hold their shares in certificated form)</b>	Yes (Art 8.1)	Yes (Art 10)
<b>Uncertificated shares</b>	Yes (Art 7.1)	No
<i>Calls/Forfeiture</i>		
<b>Requirements for calls on shares</b>	Yes (Art 10)	Yes. No call shall exceed one-fourth of the nominal amount of such share (Art 14)
<b>Requirements for forfeiture of shares</b>	Yes (Art 11)	Yes (Art 20)
<i>Untraced Shareholders</i>		
<b>Untraced shareholders/selling shares of untraced shareholders</b>	Yes (Art 41)	Yes (Art 41)

	<i>Northamber plc – proposed new articles of association</i>	<i>Northamber plc – existing articles of association</i>
<i>General Meetings</i>		
<b>Calling General Meetings</b>	Whenever the directors think fit, and on requisition of Members (Art 14.2)	Whenever the directors think fit, and on requisition in accordance with Section 132 of the Companies Act 1948 (Art 52)
<b>General Meeting Notice</b>	21 days for an AGM 14 days for all other General Meetings (Art 15.1)	21 days if passing a special resolution 14 days for any other Extraordinary General Meeting business (Art 54)
<b>General Meeting Quorum</b>	2 members (Art 16.1)	2 members (Art 60)
<b>Electronic communications</b>	See Art 15.5 “Sending Documents relating to meetings in electronic form” See Art 15.6 “Publication of notice of meeting on website”	No
<b>Virtual meetings</b>	Yes (Art 16.7 / 16.8)	No
<b>Adjourned meetings</b>	If no quorum within 5 to 30 (as the chairman may decide) minutes of a requisitioned meeting, it shall be dissolved. In any other case, it shall stand adjourned to such time and place (whether physical or virtual) as the chairman may determine. (Art 16.1.3)	If no quorum within 30 minutes of a requisitioned meeting, it shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (Art 61)
<b>Security arrangements and orderly conduct at general meetings</b>	Yes (Art 16.2)	No
<b>Demand for poll vote</b>	– 5 members – Chairman – One member or members (provided represent 10 per cent. of total voting rights) (Art 17.1.2)	– 3 members – Chairman – One member or members (provided represent 10 per cent. of total voting rights) (Art 64)
<b>Chairman’s casting vote at shareholder meetings</b>	No	Yes
<b>Proxies – in relation to uncertificated shares</b>	Yes (Art 19.4)	No

	<i>Northamber plc – proposed new articles of association</i>	<i>Northamber plc – existing articles of association</i>
<i>Disclosure of interests in shares</i>		
<b>Specific DTR 5 wording</b>	Yes (Art 6.9.1)	No
<b>Shareholders shares become “default shares” on failure to provide the Company with required information after being served notice and cannot vote</b>	Yes (Art 6.1)	Yes (Art 72)
<b>When default shares represent &gt;0.25%, direction notice that dividends retained and no transfers of such shares shall be registered</b>	Yes (Art 6.2.1)	No
<i>Directors’ Appointment/Removal</i>		
<b>Minimum and maximum number</b>	Not less than 2 and not subject to a maximum (Art 20.1)	Not less than 2 nor more than 10 (numbers may be amended by ordinary resolution) (Art 81)
<b>Power of the Board to appoint a director</b>	Yes (to hold office only until the next AGM) (Art 22.2.1)	Yes (to hold office only until the next AGM) (Art 106)
<b>Disqualification and removal of directors</b>	<ul style="list-style-type: none"> <li>– Resignation</li> <li>– Absent for 6 consecutive months</li> <li>– Unsound mind/incapable</li> <li>– Insolvent</li> </ul> (Art 22.8)	<ul style="list-style-type: none"> <li>– Bankrupt / Insolvent</li> <li>– Unsound mind</li> <li>– Prohibited from being a director under Section 188 of the Companies Act 1948 as amended by Section 93 Companies Act 1981</li> <li>– Convicted of an indictable offence</li> <li>– Absent from meetings of directors for 6 consecutive months</li> <li>– Resignation</li> <li>– By virtue of Section 182 of the Companies Act 1948</li> </ul> (Art 100)
<b>One third retirement by rotation</b>	Yes (Art 22.5)	Yes (Art 101)
<b>Notice to appoint a new director at AGM</b>	Yes, notice must be given not less than 10 nor more than 14 clear business days before the meeting) (Art 22.3)	Yes, notice must be given not less than 7 nor more than 21 days before the day of the meeting

	<i>Northamber plc – proposed new articles of association</i>	<i>Northamber plc – existing articles of association</i>
<i>Directors' Fees</i>		
<b>Fees for non-executive directors</b>	On such terms as the Board may decide (Art 21.1.1)	Fees shall be such sums as may from time to time be determined by the Company in General Meeting (Art 83)
<b>Fees for executive directors</b>	On such terms as the Board may decide (Art 23.1)	Executive directors or those who serve on any committee or do other duties outside the ordinary duties of a director may be paid in addition to any Directors' fees, as the Directors may determine (Art 85)
<i>Directors' Proceedings</i>		
<b>Quorum</b>	2 (Art 26.3)	2 (Art 111)
<b>Chairman's casting vote</b>	Yes (Art 26.6)	Yes (Art 112)
<b>Directors' written resolutions</b>	Yes (Art 26.8)	Yes (Art 118)
<b>Board meetings by telephone</b>	Yes (Art 26.7)	–
<i>Directors' Conflicts</i>		
<b>Article on Permitted Interests</b>	Yes (Art 31.2)	Yes (Art 96)
<b>Restrictions on quorum and voting</b>	Yes (Art 31.1)	Director shall not be entitled to vote on any resolution in which such director is interested nor count in the quorum in such a meeting (subject to certain exemptions) (Art 113)
<i>Borrowing Powers</i>		
<b>Limit on borrowing</b>	No express limit (Art 29)	Borrowing of the Company shall be restricted so as to secure that the aggregate borrowing shall not exceed three times (i) the amount paid up on the share capital of the Company; and (ii) the amount standing to the credit of the reserves of the Company (unless authorised by a General Meeting) (Art 94(B))
<i>Miscellaneous Provisions</i>		
<b>Conversion of Shares into Stock</b>	No	The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination (Art 42)
<b>Dividends</b>	Yes (Art 35)	Yes (Art 131-140)
<b>Indemnity/Insurance</b>	Yes (Indemnity – Art 43.1) (Insurance – Art 43.2)	Directors indemnified out of the assets of the Company against any liability incurred by them (Art 158)
<b>Destruction of documents</b>	Yes (Art 40.1)	Yes (Art 37)

