

Notice of Annual General Meeting 2022

To be held at and be broadcast via live audiocast from
Great Fosters Hotel, Stroude Road, Egham TW20 9UR
On 19 May 2022 at 10.30 am



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 consult your stockbroker, solicitor or accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Tyman plc, please forward this document, together with any accompanying documents (except any personalized form of proxy), as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Letter from the Chair

Tyman plc

(incorporated and registered in England and Wales with registered number 02806007)

Directors:

Nicky Hartery (Chair)
Jo Hallas
Jason Ashton
Paul Withers
Pamela Bingham
Helen Clatworthy
Dave Randich

Registered office:

29 Queen Anne's Gate
London SW1H 9BU

1 April 2022

To the holders of ordinary shares in Tyman plc (the "**Company**")

Dear Shareholder

2022 Annual General Meeting

I am pleased to write to you with details of the Annual General Meeting (the "**AGM**" or "**Meeting**") of the Company, which is to be held at Great Fosters Hotel, Stroude Road, Egham TW20 9UR on Thursday 19 May 2022 at 10.30 am.

In this letter, I will provide you with a detailed explanation of the resolutions to be proposed at the AGM and the arrangements for you to take part. The formal notice convening the AGM (the "**Notice**") is set out on pages 7 to 9 of this document.

At the time of writing, we intend to hold a "hybrid" AGM with an appropriate quorum to transact the business of the Meeting alongside a live broadcast of the Meeting to Shareholders.

The Board continues to monitor the latest Government guidelines relating to COVID-19. While it is currently anticipated that there will be no restrictions on social contact or the meeting format at the time of the AGM, shareholders are encouraged to carefully consider whether it is appropriate to attend the AGM in person. The Board would like to safeguard the wellbeing of all the Company's directors, employees and shareholders and to minimize any public health risks from public gatherings. Therefore, we request that any shareholders who intend to attend the AGM take all necessary precautions to minimize the risk of transmission of COVID-19.

Arrangements have been made for Shareholders to fully participate in the business of the AGM as follows:

Live audiocast

Shareholders and their duly-appointed representatives and/or proxies are invited to participate remotely via live audiocast, which can be accessed by logging onto the Lumi website (<https://web.lumiagm.com>).

In order to join the AGM electronically and ask questions via the platform, Shareholders will need to connect to the following site: <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.

Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or Computer, you will be asked to enter the Lumi Meeting ID which is **125-213-366**. To authenticate you as a shareholder, you will be prompted to enter your unique 11-digit Investor Code (IVC), including any leading zeros and PIN. Your PIN is the last 4 digits of your IVC.

Your IVC can be found on your share certificate. Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrar, by calling +44 (0) 371 277 1020. Link's lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday. Such calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

Access to the Meeting will be available from 10.00 am on Thursday 19 May 2022, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. During the Meeting, you must be connected to the internet at all times in order to vote when the Chair commences polling on the Resolutions. Therefore, please ensure that your internet connection will not be interrupted for the duration of the AGM. A user guide to the App and Website is available on our website at: www.tymanplc.com.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual Meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the Meeting.

If your shares are held within a nominee and you wish to attend the electronic Meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the Meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic Meeting.

Questions

Shareholder engagement is important to us, and the Board recognizes that the AGM should be a significant opportunity to meet with and address concerns raised by our Shareholders, both formally and informally after the Meeting. On this occasion, we regret that we will not be able to meet with many of you in person.

However, if you have any questions, including questions that you would like to put to the Directors in connection with any matters to be considered at the AGM, please email those questions in advance to **cosec@tymanplc.com**, **no later than 5.00 pm on 12 May 2022**. This will allow us to answer those questions prior to the proxy appointment deadline, enabling a fully informed vote. For pre-registered questions, we aim to publish the answers (if the Board so determines, and subject to any regulatory restrictions) on our website **www.tymanplc.com** by 19 May 2022. Please include your Shareholder reference and full name in your email.

Alternatively, you may also submit questions immediately before and during the Meeting via web.lumiagm.com. Where it is not possible to answer any of the questions submitted prior to and during the AGM (for example, because of time constraints), the Directors will endeavour, where appropriate, to answer such questions by publishing thematic responses on the Company's website **www.tymanplc.com** as soon as practicable following the AGM.

Voting

Your vote is important to us. Considering the attendance arrangements for this year's Meeting, Shareholders are strongly recommended to register their votes in advance of the AGM by appointing the Chair of the AGM as proxy, with their voting instructions.

Voting at the AGM will be on a poll, reflecting the proxy voting instructions received, and the results announced to the London Stock Exchange and published on our website after the conclusion of the Meeting. Full instructions to lodge Shareholder votes are set out on pages 6, 7 and 10 of this Notice of Meeting and should be received by our Registrar **no later than 10.30 am on 17 May 2022**.

The Board will continue to monitor the UK Government's COVID-19 guidance closely and may need to make adjustments to how the AGM is conducted. If it is necessary to provide you with further information about the AGM, or notify you about any alternative arrangements, we will do so on our website (**www.tymanplc.com**) as soon as reasonably practicable and, where appropriate, by regulatory announcement.

Business to be transacted

At the AGM, we will be proposing the resolutions set out below. Resolutions 1 to 14 will be proposed as ordinary resolutions and Resolutions 15 to 19 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the proposed special resolutions will be passed if at least 75% of the votes cast are in favour.

Annual Report and Accounts (Resolution 1)

This resolution deals with the delivery by the Directors of the Company (the "**Directors**") to the Shareholders of the Company (the "**Shareholders**") of the accounts for its financial year ended 31 December 2021 (including the Directors' and auditors' reports on those accounts) (the "**Annual Report**") and the adoption thereof by the Company.

Final dividend (Resolution 2)

Final dividends are approved by the Shareholders but cannot be more than the amount recommended by the Directors. The Directors are recommending a final dividend for the year ended 31 December 2021 of 8.9 pence per ordinary share, due and payable on 27 May 2022 to the Shareholders on the register of members of the Company at close of business on 29 April 2022. This resolution seeks Shareholders' approval of the proposed dividend.

Directors' remuneration report (Resolution 3)

The Remuneration Committee of the Board (the "**Committee**") is seeking Shareholders' approval of the Directors' remuneration report (the "**Directors' Remuneration Report**") under Resolution 3.

The Directors are required to prepare the Directors' Remuneration Report which is set out on pages 114 to 137 of the Annual Report. The Directors' Remuneration Report comprises an annual report detailing the remuneration of the directors and a statement by the Chair of the Committee. The Company is required to seek Shareholders' approval in respect of the contents of this report on an annual basis. The vote is an advisory one, and no entitlement of a Director to remuneration is conditional on it.

Election and re-election of Directors (Resolutions 4 to 10)

The Company has adopted the requirement of the UK Corporate Governance Code that all Directors should be subject to annual re-election by Shareholders. Accordingly, Jo Hallas, Jason Ashton, Paul Withers, Pamela Bingham, Helen Clatworthy and I shall seek re-election by Shareholders at the AGM.

Dave Randich joined the Board of Directors (the "**Board**") as a non-executive director on 15 December 2021 and will be seeking election at the AGM.

Biographical details for each Director seeking election or re-election may be found on pages 92 to 93 of the Annual Report. The Board considers that each of the Directors brings valuable skills and experience to the Board. Performance evaluations have taken place and, following those evaluations, the Board considers that the performance of each Director continues to be effective and that each demonstrates the commitment required to continue in his or her present role. Further details of the performance evaluations may be found on pages 98 to 99 of the Annual Report.

Appointment of the Auditors and Auditors' remuneration (Resolutions 11 and 12)

Resolution 11 proposes the appointment of Deloitte LLP as the Auditors of the Company, who were selected to replace PricewaterhouseCoopers LLP following a tender process. It is normal practice for the Directors to be authorised to fix the Auditors' remuneration and this is dealt with in Resolution 12.

Political donations (Resolution 13)

It is the policy of the Company not to make donations to political parties or incur political expenditure and it has no present intention of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate. However, the Companies Act 2006 (the "**Act**") contains wide definitions of "political donation", "political organisation" and "political party" and, as a result, it is possible that the Company and its subsidiaries may be prohibited from supporting bodies which it is in the Shareholders' interest for the Company to support, for example, bodies concerned with policy review or law reform, with the representation of the business community (or sections of it) or special interest groups. Sponsorship, subscriptions, payment of expenses and paid leave for employees fulfilling public duties may even fall under the definitions. If this resolution is passed, the Company and its subsidiaries will be authorised to make donations and incur expenditure which might otherwise be prohibited by legislation up to a limit of, in aggregate, £50,000. The Directors consider that the authority is necessary to provide the Company with comfort that it will not, because of uncertainties as to the scope and interpretation of the legislation, unintentionally commit a technical breach of it. In common with other listed companies, the Directors are therefore seeking Shareholders' approval in the terms outlined in this resolution. This authority remains unused since inception.

Directors' authority to allot shares (Resolution 14)

The Act provides that the Directors may not allot ordinary shares unless authorised to do so by the Company in general meeting or by its Articles of Association. This resolution seeks renewal, for a further period expiring at the earlier of the close of the next AGM or 19 August 2023, of the authority previously granted to the Directors at last year's AGM.

The authority relates to a total of 65,427,781 ordinary shares, being one-third of the issued share capital (excluding treasury shares) of the Company as at 28 March 2022 (being the latest practicable date prior to publication of the Notice). In addition, in accordance with the guidelines issued by the Investment Association, the resolution also contains an authority for the Directors to allot a further 65,427,781 ordinary shares in connection with a pre-emptive offer by way of rights issue.

The Directors have no present intention of allotting, or agreeing to allot, any shares otherwise than in connection with the Company's employee share schemes, to the extent permitted by such schemes from time to time. However, the Directors continue to consider potential transactions and, in the event of one of these potential transactions proceeding, this may require the allotment of shares pursuant to this authority.

Special resolutions

Disapplication of statutory pre-emption rights (Resolutions 15 and 16)

The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new ordinary shares or on the sale of any shares which the Company may hold in treasury following a purchase of its own shares. The Directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash or sell treasury shares without first having to offer such shares to existing Shareholders. The Directors are seeking to renew these authorities at the forthcoming AGM as they believe it gives the Company important flexibility to fund (or partially fund) acquisitions without relying entirely on the debt markets. In seeking this renewal the Directors remain mindful of the Pre-emption Group's Statement of Principles (including the Company's intention not to issue more than 7.5% of the Company's share capital on a non-pre-emptive basis in any rolling three-year period without prior consultation with the relevant investor groups (except in connection with an acquisition or specified capital investment)). Accordingly, these resolutions seek to renew the authorities on similar terms for a further period, expiring at the earlier of the close of the next AGM or 19 August 2023.

The authority in Resolution 15, if granted, will relate to the allotment of new ordinary shares or the sale of treasury shares in respect of (i) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas Shareholders, and in relation to fractional entitlements and certain other technical matters and (ii) generally to allotments (other than in respect of pre-emptive offerings) of ordinary shares or the sale of treasury shares having an aggregate nominal value not exceeding £490,708 (being approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 24 March 2022 (being the latest practicable date prior to the publication of the Notice)). The Directors do not have any present intention of exercising the authority conferred by Resolution 15 and do not intend to issue more than 7.5% of the issued share capital (excluding treasury shares) of the Company on a non-pre-emptive basis in any rolling three-year period without prior consultation with the relevant investor groups (except in connection with an acquisition or specified capital investment as contemplated by the Pre-Emption Group's Statement of Principles).

Resolution 16 is an additional authority for the Directors to issue ordinary shares, or sell treasury shares, for cash in connection with an acquisition or capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles up to an additional aggregate nominal amount of £490,708 (being approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 24 March 2022 (being the latest practicable date prior to the publication of the Notice)). The Directors confirm that they will only allot shares pursuant to this authority where the allotment is in connection with an acquisition or specified capital investment (as defined in the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment or sale, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment or sale.

Authority to purchase ordinary shares (Resolution 17)

This resolution is to renew the Company's authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all, and the Board has no present intention of exercising this power but would wish to retain the flexibility to do so in the future. The authority will expire at the earlier of the conclusion of the next AGM or 19 August 2023. The Board intends to seek renewal of this power at subsequent AGMs.

The resolution specifies the maximum number of shares which may be purchased (representing approximately 14.99% of the Company's issued ordinary share capital (excluding treasury shares) as at 24 March 2022) and the maximum and minimum prices at which they may be bought, reflecting legal and regulatory requirements. Any purchases would only be made on the London Stock Exchange. The Directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and such a decision would be taken in light of prevailing circumstances at the time of the purchase. The Board will only exercise the power to make purchases of the Company's shares after consideration of the effects on earnings per share and the benefits for Shareholders generally. As at 24 March 2022 (being the latest practicable date prior to publication of the Notice) there were options outstanding over 3,247,463 ordinary shares, representing 1.65% of the issued ordinary share capital (excluding treasury shares) of the Company. If the authority given by Resolution 17 was to be fully used, the options currently in issue would then represent 1.95% of the issued ordinary share capital (excluding treasury shares) of the Company.

Articles of Association (Resolution 18)

The Company's Articles of Association (the "Articles") were last amended in 2020 to bring them up to date. Since then, to ensure that the Board has appropriate experience and expertise to lead the Group as a constituent of the FTSE 250 and beyond, a new director has been added to the Board and its committees and fee levels have increased. Aggregate fees for the Chair and Non-Executive Directors currently stand at £462,000 whilst the Articles currently limit the total fees paid to all directors to £500,000 a year or any higher sum decided on by an ordinary resolution at a general meeting. If Resolution 18 is passed, the change will take effect from the conclusion of the AGM and would raise the aggregate fee limit to £700,000 a year. The principal difference between the new and the existing Articles are summarized in the Appendix to the Notice. A copy of the Company's existing Articles of Association and a copy that is marked to show the differences between those and the new Articles of Association as proposed to be adopted pursuant to this Resolution will be available for inspection from the date of this letter and up to the time of the AGM at the registered office of the Company during usual business hours and at the place of the AGM from the date of this letter until the close of the Meeting. Both sets of Articles may also be found on the Corporate Governance section of the Company's website (www.tymanplc.com).

Length of notice of meetings (Resolution 19)

This is a resolution to authorise the Company to hold general meetings on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is at least 21 clear days, 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 and a resolution approving the reduction of the notice period for general meetings to 14 clear days must be passed at a previous AGM or at a general meeting held since then.

The Directors believe that obtaining this authority is desirable as it gives the Company an additional degree of flexibility where merited by the purpose of such general meeting (other than an AGM) if the matter is considered to be time-sensitive, non-routine and if in the interests of shareholders generally. The approval of this resolution will be effective until the conclusion of the AGM of the Company in 2023 when it is intended that a similar resolution will be proposed to renew this authority.

Action to be taken

You are asked to register your proxy vote as soon as possible, but, in any event, by no later than 10.30 am on Tuesday 17 May 2022. Completion and submission of a form of proxy will not preclude you from attending and voting in person at the AGM.

A "vote withheld" option is available which enables you to withhold your vote on any 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 votes "for" or "against" a resolution.

You may vote:

- by logging on to **www.signalshares.com** and following the instructions; or
- if you are an institutional investor, by appointing a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to **www.proxymity.io**; or
- by requesting a paper proxy form directly from the Registrars, Link Group by email at enquiries@linkgroup.co.uk, or on Tel. 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am to 5:30 pm, Monday to Friday excluding public holidays in England and Wales; or
- by utilising the CREST electronic proxy appointment service (for CREST members) using CREST ID RA10. For further details refer to the CREST manual.

In order for a proxy appointment to be valid please ensure that you have recorded proxy details with Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.30 am on Tuesday 17 May 2022. This must be registered on **www.signalshares.com**.

CREST - Regulation 41 of the Uncertificated Securities Regulations 2001

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered in the register of members of the Company as at close of business on 17 May 2022 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members of the Company after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.

Documents for inspection

The Directors' letters of appointment or service contracts and the current and proposed articles of association will be made available to Shareholders for inspection during normal business hours on any business day (English public holidays excepted) from the date of this Notice at the Company's registered office and at the place of the AGM for at least 15 minutes prior to, and during, the AGM.

Recommendation

The Directors believe that all the resolutions referred to above which are to be proposed at the AGM are in the best interests of the Company and of the Shareholders as a whole and recommend Shareholders to vote in favour of them, as each of the Directors intends to do in respect of his or her own beneficial holding.

Yours faithfully

Nicky Hartery
Chair

Notice of Annual General Meeting

Tyman plc

(incorporated and registered in England and Wales with registered number 02806007)

Notice is hereby given that the Annual General Meeting of Tyman plc (the "**Company**") will be held at Great Fosters Hotel, Stroude Road, Egham TW20 9UR, on Thursday, 19 May 2022 at 10.30 am, for the following purposes listed below.

You may vote:

- by logging on to **www.signalshares.com** and following the instructions; or
- if you are an institutional investor, by appointing a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to **www.proxymity.io**; or
- by requesting a paper proxy form directly from the Registrars, Link Group by email at enquiries@linkgroup.co.uk, or on Tel. 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am to 5:30 pm, Monday to Friday excluding public holidays in England and Wales; or
- by utilising the CREST electronic proxy appointment service (for CREST members) using CREST ID RA10. For further details refer to the CREST manual.

In order for a proxy appointment to be valid please ensure that you have recorded proxy details with Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.30 am on 17 May 2022. This must be registered on **www.signalshares.com**.

Ordinary resolutions

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

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2021 together with the reports of its Directors and Auditors (the "**Annual Report**").
2. To declare a final dividend of 8.9 pence per ordinary share for the financial year ended 31 December 2021, payable on 27 May 2022 to Shareholders of the Company on the register of members at the close of business on 29 April 2022.
3. THAT the Directors' Remuneration Report contained within the Annual Report of the Company for the financial year ended 31 December 2021 be and is hereby approved.
4. To re-elect Nicky Hartery as a Director of the Company.
5. To re-elect Jo Hallas as a Director of the Company.
6. To re-elect Jason Ashton as a Director of the Company.
7. To re-elect Paul Withers as a Director of the Company.
8. To re-elect Pamela Bingham as a Director of the Company.
9. To re-elect Helen Clatworthy as a Director of the Company.
10. To elect Dave Randich as a Director of the Company.
11. To appoint Deloitte LLP as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company.
12. To authorise the Directors to set the remuneration of the Auditors.
13. THAT, in accordance with Sections 366 and 367 of the Companies Act 2006 (the "**Act**"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective are authorised to:
 - a. make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - b. make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
 - c. incur political expenditure not exceeding £50,000 in total,

in each case during the period commencing on the date of this resolution and ending at the end of the next Annual General Meeting of the Company or, if earlier, on 19 August 2023 and provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during such period. For the purpose of this resolution, the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" shall have the meanings set out in Sections 363 to 365 (inclusive) of the Act.

14. THAT the Directors be and are hereby generally and unconditionally authorised (in substitution for all existing authorities) to exercise all powers of the Company in accordance with Section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights"):

- a. up to an aggregate nominal amount of £3,271,389; and
- b. comprising equity securities (as defined in the Act) up to a nominal amount of £6,542,778 (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under subparagraph a. above of this Resolution 14) in connection with an offer by way of a rights issue:
 - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
 - ii. to the holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 19 August 2023 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority expires and the Directors may allot shares or grant Rights under any such offer or agreement as if this authority had not expired.

Special resolutions

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

15. THAT, subject to the passing of Resolution 4, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 14 above or by way of a sale of equity securities held as treasury shares, as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- a. the allotment of equity securities, or sale of equity securities held as treasury shares, in connection with a rights issue, open offer or any other pre-emptive offer in favour of:
 - i. ordinary Shareholders (excluding any Shareholder holding shares as treasury shares) in proportion (as nearly as may be practicable) to their respective holdings, and
 - ii. holders (excluding any holder holding shares as treasury shares) of any other class of equity security in accordance with the rights attached to such class of equity securities (subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and
- b. the allotment of equity securities and/or sale of treasury shares (otherwise than pursuant to subparagraph a. above of this Resolution 15) up to an aggregate nominal value of £490,708,

and this power shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 19 August 2023 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold after the power expires and the Directors may allot or sell equity securities and/or treasury shares under any such offer or agreement as if this power had not expired.

16. THAT, subject to the passing of Resolution 14 above, the Directors be authorised in addition to any authority granted under subparagraph b. of Resolution 15 to allot equity securities for cash either pursuant to the authority conferred by Resolution 14 above or by way of a sale of equity securities held as treasury shares, as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £490,708; and
- b. used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction which the Directors determine 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,

and this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 19 August 2023 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold after the power expires and the Directors may allot or sell equity securities under any such offer or agreement as if this power had not expired.

17. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006 (the "Act")) of ordinary shares with nominal value of 5 pence each of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:
- a. the maximum number of ordinary shares of 5 pence nominal value hereby authorised to be purchased is 29,422,873;
 - b. the minimum price, excluding expenses, which may be paid for an ordinary share is 5 pence;
 - c. the maximum price, excluding expenses, which may be paid for any such share will not exceed the higher of 5% above the average of the middle market quotations for an ordinary share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased and 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 on the trading venue where the purchase is carried out (in each case exclusive of expenses payable by the Company);
 - d. any ordinary shares purchased pursuant to this authority shall be cancelled or, if the Directors so determine, held as treasury shares;
 - e. the authority hereby conferred shall expire on the close of the next Annual General Meeting of the Company or, if earlier, on 19 August 2023 unless previously renewed, revoked or varied by the Company in general meeting; and
 - f. the Company may make a contract for the purchase of its ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of its ordinary shares in pursuance of such a contract as if this authority had not expired.
18. THAT with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the Meeting and, for the purposes of identification, initialled by the Chair, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
19. THAT, as permitted by section 307A of the Act, 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

Peter Ho
General Counsel & Company Secretary
1 April 2022

Registered office:
29 Queen Anne's Gate,
London SW1H 9BU

Notice of Annual General Meeting

Notes

The following notes explain your general rights as a Shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. Only holders of ordinary shares are entitled to attend and vote at the Annual General Meeting. Pursuant to the Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast at the Meeting will be decided by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the Meeting (17 May 2022) or, if the Meeting is adjourned, to the Register of Members of the Company at close of business on the day which is two days before the day of any adjourned meeting. Changes to entries on the Register of Members after that time will be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 10.30 am (UK time) on 19 May 2022 so that their shareholding may be checked against the Company's register of members and attendances recorded.
3. In order to join the AGM electronically and ask questions via the platform, Shareholders will need to connect to the following site <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.

Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or Computer, you will be asked to enter the Lumi Meeting ID which is **125-213-366**. To authenticate you as a shareholder, you will then be prompted to enter your unique 11- digit Investor Code (IVC), including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrar, by calling +44 (0) 371 277 1020. Link's lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday. Such, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

Access to the Meeting will be available from 10.00 am on Thursday 19 May 2022 before meeting start time, although the voting functionality will not be enabled until the Chairman of the meeting declares the poll open. During the Meeting, you must ensure you are connected to the internet at all times in order to vote when the Chairman commences polling on the Resolutions. Therefore, it is your responsibility to ensure connectivity please ensure that your internet connection will not be interrupted for the duration of the AGM via your wi-fi. A user guide to the Lumi platform App and Website is available on our website at: www.tymanplc.com. insert company web address

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual Meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the Meeting.

4. If your shares are held within a nominee and you wish to attend the electronic Meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the Meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic Meeting. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. 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 Ordinary Share or Ordinary Shares held by that Shareholder. A proxy need not be a Shareholder of the Company.
5. 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).
6. At the AGM, resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders and ensure that your proxy votes are recognised
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
8. You can vote:
 - by logging on to www.signalshares.com and following the instructions; or
 - if you are an institutional investor, by appointing a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io; or

- by requesting a paper proxy form directly from the Registrars, Link Group by email at enquiries@linkgroup.co.uk , or on Tel. 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am to 5:30 pm, Monday to Friday excluding public holidays in England and Wales; or
- by utilising the CREST electronic proxy appointment service (for CREST members) using CREST ID RA10. For further details refer to the CREST manual.

In order for a proxy appointment to be valid please ensure that you have recorded proxy details with Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.30 am on 17 May 2022. This must be registered on www.signalshares.com.

- If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
- The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 14 below) will not prevent a Shareholder from attending the Meeting and voting in person if he/she wishes to do so.
- 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 of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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 by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10.30 am on 17 May 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer'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.
- 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 message. 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 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 system 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.
- Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares. Please note the arrangements for attendance and voting at this year's AGM, as explained in the Chair's letter.
- 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 set out above to appoint a proxy can only be exercised by the member, not by a Nominated Person. A Nominated Person may, however, under an agreement between him/her and the member by whom he/she was nominated, have a right 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/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
- As at 24 March 2022 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 196,762,059 Ordinary Shares of 5 pence each. Of these 478,714 are held in treasury, which represents 0.24% of the total issued Ordinary Shares (excluding treasury shares). Therefore, the total number of Ordinary Shares with voting rights is 196,283,345 as at 24 March 2022.
- Under Section 527 of the Companies Act 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditors' Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an Auditors of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the Shareholders propose to raise at the relevant meeting. 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 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

18. Shareholders are invited to submit to the Company Secretary any questions they would like at the AGM by emailing such questions in advance to **cosec@tymanplc.com**, **no later than close of business on 12 May 2022**. This will allow us to answer those questions prior to the proxy appointment deadline, enabling a fully informed vote. Such questions will be considered by the Board. If any relevant questions are received, the Company Secretary will respond to those questions directly and may also, if the Board so determines, and subject to any regulatory restrictions, publish on our website a summary of responses to questions received.
19. The Directors' letters of appointment or service contracts, and the current and proposed articles of association of the Company shall be made available for inspection during normal business hours on any business day (English public holidays excepted) from the date of this Notice at the Company's registered office and at the place of the AGM for at least 15 minutes prior to, and during, the AGM.
20. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- calling the Link Group Shareholder helpline (lines are open from 9.00 am to 5.30 pm Monday to Friday, excluding public holidays):
 - (i) from the UK: 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider.);
 - (ii) from overseas: +44 371 664 0300 (calls from outside the UK are charged at applicable international rates); or
 - in writing to Link Group.

You may not use any electronic address provided either:

- in this Notice of Meeting; or
- any related documents (including the form of proxy for this Meeting),

to communicate with the Company for any purposes other than those expressly stated in this Notice. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at **www.tymanplc.com**.

21. In order to revoke a proxy instruction you will need to inform the Registrar. If you attempt to revoke your proxy appointment but the revocation is received after the time specified in note 8 above then, subject to the final paragraph of this note 1, your proxy will remain valid. If you submit more than one valid proxy appointment in respect of the same Ordinary Shares, the appointment received last before the latest time for receipt of proxies will take precedence.

Completion of a proxy election will not preclude a member from attending and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will be automatically terminated.

Appendix

Article 94. Directors' Fees

The total fees paid to all of the directors (excluding any payments made under any other provision of these articles) must not exceed:

- (i) £700,000 a year; or
- (ii) any higher sum decided on by an ordinary resolution at a general meeting.

It is for the directors to decide how much to pay each director by way of fees under this article.



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