

# HERCULES SITE SERVICES PLC

(incorporated and registered in England and Wales with company number 06607001)

## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE** is hereby given that the Annual General Meeting of **HERCULES SITE SERVICES PLC** (the “**Company**”) will be held at 2.00 p.m. on 25 May 2022 at Hercules Court, Lakeside Business Park, South Cerney, Cirencester, GL7 5XL for the purpose of considering and, if thought fit, passing the below Resolutions 1-10 as ordinary resolutions and Resolution 11 as a special resolution.

### Ordinary Business

#### ORDINARY RESOLUTIONS

- Resolution 1:* To receive and consider the financial statements of the Company for the period ended 30 September 2021, together with the report of the directors and the report of the auditors thereon.
- Resolution 2:* To authorise the appointment of Mazars LLP as auditors of the Company and to authorise the Directors to determine their remuneration.
- Resolution 3:* To re-elect, as a director of the Company, Brusk Korkmaz who retires in accordance with Article 24.4 of the Company's articles of association (“Articles”) and offers himself for re-election.
- Resolution 4:* To re-elect, as a director of the Company, Paul Wheatcroft who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.
- Resolution 5:* To re-elect, as a director of the Company, Ahmet Iplikci who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.
- Resolution 6:* To re-elect, as a director of the Company, Richard Kilner who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.
- Resolution 7:* To re-elect, as a director of the Company, Robin Stevens who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.

*Resolution 8:* To re-elect, as a director of the Company, Henry Pitman who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.

*Resolution 9:* To approve a final dividend of 1.7 pence per ordinary share of £0.001 in the capital of the Company ("Ordinary Shares") for the financial year ended 30 September 2021. If the recommended final dividend is approved by shareholders, the dividend will be paid on 1 June 2022 to person appearing on the Company's register of members at the close of business on 29 April 2022. The Ordinary Shares will go ex-dividend on 28 April 2022.

### **Special business**

*Resolution 10:* **THAT**, pursuant to section 551 of the Companies Act 2006 (as amended) ("Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £11,730 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution , or, if earlier, at 6.00 p.m. on 1 August 2023, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

### **SPECIAL RESOLUTION**

*Resolution 11:* **THAT**, subject to the passing of Resolution 10 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and 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 arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £11,730;

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company, or, if earlier, at 6.00 p.m. on 1 August 2023, (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**

Henry Pitman  
*Non-Executive Chairman*

28 March 2022

**Registered office:**

*Hercules Court,  
Lakeside Business Park,  
South Cerney,  
Cirencester, GL7 5XL*

**Notes:**

**Appointment of proxies**

- 1 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 the Annual General Meeting and you should have received a Form of Proxy with this Notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
- 2 A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the chairman of the Annual General Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the Annual General Meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate Form of Proxy for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrar Link Group on 0371-664-0300 (Calls are charged at the standard geographic rate and will vary by provider. Lines are open 9.00am to 5.30pm Monday to Friday, excluding Bank Holidays. If you are outside the United Kingdom, please call +44 371 664 0300. Calls from outside the UK will be charged at the applicable international rate). If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- 4 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the Annual General Meeting. Appointment of proxy using the hard copy Form of Proxy.
- 5 The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 6 To appoint a proxy using the Form of Proxy, it must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
  - 6.3 received by Company no later than 2.00 p.m. on 23 May 2022.
- 7 You can vote by completing and returning the enclosed proxy form.  
In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.  
  
In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL by 2pm on 23 May 2022.
- 8 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.

- 9 The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
- 10 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](http://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.
- 11 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 2pm on 23 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.
- 12 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.
- 13 In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 14 Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
- 15 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the Annual General Meeting shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

#### **Appointment of proxy by joint members**

- 16 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

### **Changing proxy instructions**

- 17 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
- 18 Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Registrar as indicated in paragraph 3 above.
- 19 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

- 20 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar as indicated in paragraph 3 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 21 The revocation notice must be received by the Company no later than 2.00 p.m. on 23 May 2022.
- 22 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 23 below, your proxy appointment will remain valid.
- 23 Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

### **Total voting rights**

- 24 As at 27 March 2022, being the last practicable date before dispatch of this Notice of Annual General Meeting, the Company's issued share capital comprised 58,650,206 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at an Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 27 March 2022 is 58,650,206.



