

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in Brickability Group PLC, please forward this document and the form of proxy, as soon as possible, to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



BRICKABILITY GROUP PLC

(Incorporated in England and Wales with registered number 11123804)

NOTICE OF ANNUAL GENERAL MEETING

11:00 a.m., 7 September 2021

Queensgate House, Cookham Road, Bracknell, Berkshire, RG12 1RB

BRICKABILITY GROUP PLC

(Incorporated in England and Wales with registered number 11123804)
(the "Company")

Directors:

John Richards (Chairman)
Alan Simpson (Chief Executive Officer)
Michael Gant (Chief Financial Officer)
Clive Norman (Non-Executive Director)
David Simpson (Independent Non-Executive Director)
Giles Beale (Independent Non-Executive Director)

Registered Office:

c/o Brickability Limited
South Road
Bridgend Industrial Estate
Bridgend
CF31 3XG

12 August 2021

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting ("AGM") of Brickability Group plc (the Company) will be held at the Company's head office, Queensgate House, Cookham Road, Bracknell, Berkshire, RG12 1RB on 7 September 2021 at 11.00 a.m. The Notice of the AGM is contained on pages 2 to 4 and gives details of the business to be considered at the AGM. The purpose of this letter is to explain that business to you and to provide you with further information regarding the arrangements for the AGM.

While at the date of this letter lockdown restrictions for the COVID-19 pandemic have been lifted, in order to ensure the continuing safety of shareholders and Company employees the Company and the Board strongly recommend that shareholders appoint the Chairman as their proxy with their voting instructions. Questions can be submitted to the Board by email to investors@brickabilitygroupplc.com and these will be replied to.

Should any shareholder wish to attend the meeting we would ask that they email investors@brickabilitygroupplc.com by 11a.m. on Friday 3 September in order that arrangements can be made to ensure that the meeting room has adequate safety arrangements in place. Shareholders will be required to have their temperature taken upon arrival and may be refused entry should their temperature be deemed too high.

Resolutions

The Notice, and in particular the explanatory notes appended to the Notice, contain a detailed explanation of each of the resolutions being proposed at the meeting.

Recommendation

The Directors consider that the passing of the Resolutions outlined in the Notice is in the best interests of the Company and for the benefit of its shareholders as a whole. Accordingly, the Directors unanimously recommend that the shareholders vote in favour of such resolutions, as they intend to do so in respect of the 41,452,639 shares held by the Directors (and persons connected with the Directors) representing 13.90% of the issued share capital of the Company.

Yours sincerely



John Richards
Chairman

BRICKABILITY GROUP PLC

(Incorporated in England and Wales with company number: 11123804)
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second Annual General Meeting of the Company will be held at the Company’s head office, Queensgate House, Cookham Road, Bracknell, Berkshire, RG12 1RB on 7 September 2021 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 – 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 – 15 (inclusive) will be proposed as special resolutions:

ORDINARY RESOLUTIONS

- 1.** To receive the audited and consolidated financial statements of the Company and its subsidiaries and the reports of the Directors’ and the Auditor thereon for the year ended 31 March 2021 (“the Annual Report and Accounts”)
- 2.** To approve the directors’ remuneration report, excluding the remuneration policy, for the year ended 31 March 2021 contained in pages 40 to 43 of the Annual Accounts.
- 3.** To approve the recommendation of the directors that a final dividend of 1.085 pence per ordinary share of £0.01 in the capital of the Company, be declared in respect of the year ended 31 March 2021, to be paid on 23 September 2021 to shareholders whose names appear on the register of members at the close of business on 26 August 2021.
- 4.** To re-elect Alan Simpson as a director of the Company.
- 5.** To re-elect John Richards as a director of the Company.
- 6.** To re- elect Clive Norman as a director of the Company.
- 7.** To re- elect David Simpson as a director of the Company.
- 8.** To re- elect Giles Beale as a director of the Company.
- 9.** To elect Michael Gant as a director of the Company.
- 10.** To re-appoint BDO LLP as the Company’s auditor until the conclusion of the next general meeting at which the financial statements of the Company are laid before shareholders.
- 11.** To authorise the directors to determine the remuneration of the auditor.

12. Directors Authority to allot shares

To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 (the Act), in substitution for all previous authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- a) up to an aggregate nominal amount of £994,181.82 (representing approximately one third of the total ordinary share capital in issue at 27 July 2021, being the latest date prior to publication of this notice of meeting); and
- b) comprising equity securities (as defined in Section 560 (1) of the Act) up to a further aggregate nominal value of £994,181.82 in connection with an offer by way of a rights issue, such authorities to expire at the conclusion of the 2022 AGM or if earlier, at close of business on 7 December 2022, 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 subscribe for or convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution, 'rights issue' means an offer to:

- a) shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- b) 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;

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors consider necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

13. Disapplication of pre-emption rights

That if resolution 12 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- a) to allotments for rights issues and other pre-emptive issues; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £149,127.27, such authority to expire at the conclusion of the 2022 AGM of the Company (or, if earlier, at close of business on 7 December 2022) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. That if resolution 12 is passed, the Board be authorised in addition to any authority granted under resolution 12 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £149,127.27; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next AGM of the Company (or, if earlier, at close of business on 7 December 2022) save that, in each case, the Company may before such expiry make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. Authority to purchase own shares

That the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of ordinary shares of £0.01 each in the capital of the Company ('ordinary shares') provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 29,825,454;
- b) the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.01 per share, being the nominal amount thereof;
- c) the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of: (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and (ii) the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System ("SETS"); and
- d) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the 2022 AGM, save that the Company may before such expiry make a contract or agreement to make a market purchase of its own ordinary shares which will or may be executed wholly or partly after the expiry of such authority and the Company may purchase such shares as if the authority conferred hereby had not expired.

BY ORDER OF THE BOARD

Prism Cosec Limited

Company Secretary

Date 4 August 2021

Registered office: c/o Brickability Limited, South Road, Bridgend Industrial Estate, Bridgend, CF31 3XG

Head office: Queensgate House, Cookham Road, Bracknell, Berkshire, RG12 1RB

EXPLANATORY NOTES ON THE RESOLUTIONS

Resolutions 1 to 12 (inclusive) are ordinary resolutions; resolutions 13 to 15 are special resolutions. To be passed, ordinary resolutions require more than 50% of votes cast to be in favour of the resolution whilst special resolutions require at least 75% of the votes cast to be in favour of the resolution.

ORDINARY RESOLUTIONS

To receive the Annual Report and Accounts 2021

Resolution 1 is a standard resolution. The Companies Act 2006 requires the Directors to lay before the Company in a general meeting copies of the Company's annual accounts, and the Directors' report and auditor's report on those accounts. The Annual Report and Accounts for the year ended 31 March 2021, which includes this Notice of Annual General Meeting, will be available online at www.brickabilitygroupplc.com

Remuneration report

Resolution 2 seeks shareholders' approval for the Directors' Remuneration report, excluding the Directors' Remuneration Policy, which is set out on pages 40 to 43 of the Annual Report and Accounts for the year ended 31 March 2021. The vote is advisory only.

Final Dividend

In Resolution 3 the Directors are recommending the payment of a final dividend of 1.085 pence per ordinary share in respect of the year ended 31 March 2021. If approved at the AGM, the dividend will be paid on 23 September 2021 to shareholders who are on the Register of Members at the close of business on 26 August 2021.

Election and re-election of Directors

In accordance with best practice in corporate governance, all Directors are standing for re-election. Resolutions 4 to 8 seek approval for the re-election of those Directors who have held office throughout the year ended 31 March 2021. Resolution 9 deals with the appointment of Michael Gant who was appointed as a director of the Company on 30 April 2021. Biographical information for each of the existing Directors is provided on pages 30 to 31 of the Annual Report and Accounts for the year ended 31 March 2021.

The Board has no hesitation in recommending the election or re-election of the Directors to shareholders. In making these recommendations, the Board confirms that it has given careful consideration to the Board's balance of skills, knowledge and experience and is satisfied that each of the Directors putting themselves forward for election or re-election has sufficient time to discharge their duties effectively, taking into account their other commitments.

Appointment of the auditor

The auditor of a company must be appointed or re-appointed at each general meeting at which the accounts are laid before shareholders. Resolution 10 seeks approval to re-appoint BDO LLP as the Company's auditor until the conclusion of the next general meeting of the Company at which accounts are laid.

Remuneration of the auditor

Resolution 11 seeks consent for the directors to determine the remuneration of the auditor.

Directors' authority to allot shares

Resolution 12 seeks consent for shareholders to grant the Directors authority to allot shares or grant rights to subscribe for or convert securities into shares, up to a maximum aggregate nominal value of £1,988,363.64, which is approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at 27 July 2021, being the latest practicable date prior to the publication of this notice. £994,181.82 of this authority is reserved for a fully pre-emptive rights issue. This is the maximum permitted amount under best practice corporate governance guidelines. The authority will expire at the next Annual General Meeting of the Company or if earlier, at close of business on 7 December 2022. The Directors have no current intention of exercising such authority and will exercise this power only when they believe that such exercise is in the best interests of the shareholders.

SPECIAL RESOLUTIONS

Resolutions 13 - 15 (inclusive) will be proposed as special resolutions, each requiring a majority of 75% of those voting to be in favour.

Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

Resolution 13 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by resolution 12, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £149,127.27 being approximately 5% of the total issued ordinary share capital of the Company as at 27 July 2021. The Pre-Emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets that are the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return. Accordingly, and in line with the template resolutions published by the Pre-Emption Group, resolution 14 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by resolution 12, or sell treasury shares, for cash up to a further nominal amount of £149,127.27 being approximately 5% of the total issued ordinary share capital of the Company as at 27 July 2021, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 12 is used, the Company will publish details of the placing in its next Annual Report. If these resolutions are passed, the authorities will expire at the end of the next AGM or at close of business on 7 December 2022, whichever is the earlier.

The Board considers the authorities in resolutions 13 and 14 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions. The Board does not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-Emption Group's Statement of Principles) without prior consultation with shareholders.

Authority to purchase own shares

Resolution 15 seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum number of 29,825,454 ordinary shares, representing approximately 10% of the issued ordinary share capital at 27 July 2021. The authority requested would replace a similar authority granted last year and would expire at the end of the 2022 AGM, or if earlier, at close of business on 7 December 2022. In reaching a decision to purchase ordinary shares, the Directors will take account of the Company's cash resources and capital and the general effect of such purchase on the Company's business. The authority would only be exercised by the Directors if they considered it to be in the best interests of the shareholders generally and if the purchase could be expected to result in an increase in earnings per ordinary share.

NOTES RELATING TO THE NOTICE

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

ENTITLEMENT TO ATTEND AND VOTE

1. To be entitled to vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 3 September 2021 or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting. In each case, changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

APPOINTMENT OF PROXIES

2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to 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.
3. 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).
4. 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.
5. You can vote either:
 - by logging on to www.signalshares.com. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use their Investor Code ('IVC') printed on their share certificate. If you need help with voting online, please contact our Registrar, Link Group on 0371 664 0300. 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 09:00-17:30 Monday to Friday excluding weekends and public holidays in England Wales, or via email at shareholderenquiries@linkgroup.co.uk;
 - you may request a hard copy form of proxy directly from the registrars, Link Group, on Tel: +44 (0)371 664 0300. 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 09:00 – 17:30, Monday to Friday, excluding public holidays in England and Wales. Alternatively, email Link at shareholderenquiries@linkgroup.co.uk;
 - 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 PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 11:00 a.m. on 3 September 2021.
6. 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.

7. 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.
8. 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 the latest time for receipt of proxy appointments specified above. 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.
9. 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.
10. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11:00 a.m. on 3 September 2021 in order to be considered as valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

CORPORATE REPRESENTATIVES

11. 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.

ISSUED SHARES AND TOTAL VOTING RIGHTS

12. As at 27 July 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 298,254,548 ordinary shares of £0.01, carrying one vote each. Therefore, the total voting rights in the Company as at 27 July 2021 are 298,254,548.

COMMUNICATION

13. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

WEBSITE GIVING INFORMATION REGARDING THE MEETING

14. 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.brickabilitygroupplc.com.