

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 THE 2024 ANNUAL GENERAL MEETING

To be held at Queensgate House, Cookham Road,
Bracknell, Berkshire, RG12 1RB

On Wednesday 11th September 2024 at 12.00 p.m.

BRICKABILITY GROUP PLC

(Incorporated in England and Wales with registered number:11123804)

(the “**Company**”)

Directors:

John Richards (*Non-Executive Chairman*)
Frank Hanna (*Chief Executive Officer*)
Mike Gant (*Chief Financial Officer*)
Clive Norman (*Non-Executive Director*)
David Simpson (*Independent Non-Executive Director*)
Sharon Daly (*Independent Non-Executive Director*)
Susan McErlain (*Independent Non-Executive Director*)

Registered Office:

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

17 July 2024

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting (“**AGM**”) of Brickability Group PLC (the Company) will be held at the Company’s head office at Queensgate House, Cookham Road, Bracknell, Berkshire, RG12 1RB on Wednesday 11 September 2024 at 12.00 p.m. The Notice of the AGM is contained on pages 3 to 5 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.

Shareholders are welcome to attend in person however the Directors encourage shareholders to submit their votes in advance of the meeting. All voting at the AGM will be conducted by a poll. For those shareholders unable to attend the AGM in person for any reason, but would like to ask the Directors a question on the business of the meeting, please email your question to investors@brickabilitygroupplc.com and a reply will be sent to you after the meeting has closed.

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.

Yours sincerely

John Richards
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting of the Company will be held at Queensgate House, Cookham Road, Bracknell, Berkshire, RG12 1RB on Wednesday 11 September 2024 at 12.00 p.m. to consider and, if thought appropriate, pass the Resolutions set out below. Resolutions 1 to 13 will be proposed as ordinary Resolutions and Resolutions 14 to 16 will be proposed as special Resolutions.

ORDINARY RESOLUTIONS

- (1) That the audited annual accounts of the Company for the year ended 31 March 2024, together with the Directors' Report and the Auditor's Report on those accounts, be received.
- (2) That the Directors' Remuneration Report, excluding the remuneration policy, on pages 54 to 58 be received and approved.
- (3) To approve the recommendation of the Board of Directors that a final dividend of 2.28 pence per ordinary share of £0.01 each in the share capital of the Company be declared in respect of the year ended 31 March 2024 to be paid on 26 September 2024 to shareholders whose names appear on the register of members as at the close of business on 30 August 2024.
- (4) That John Richards, being eligible, be re-elected as a director of the Company.
- (5) That Mike Gant, being eligible, be re-elected as a director of the Company.
- (6) That Clive Norman, being eligible, be re-elected as a director of the Company.
- (7) That David Simpson, being eligible, be re-elected as a director of the Company.
- (8) That Susan McErlain, being eligible, be re-elected as a director of the Company.
- (9) That Sharon Daly, being eligible, be re-elected as a director of the Company.
- (10) That Frank Hanna, being eligible, be elected as a director of the Company.
- (11) That BDO LLP be re-appointed as auditor of the Company.
- (12) That the Audit Committee be and is hereby authorised to fix the remuneration of the auditor.
- (13) **Directors Authority to allot shares**

That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act) 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 £1,067,878 and
- (B) up to a further aggregate nominal value of £1,067,878 provided that (a) they are equity securities (as defined in Section 560 (1) of the Act) and (b) they are offered by way of a rights issue or other pre-emptive offering to holders of ordinary shares on the register of shareholders at such record date as the Directors' may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary held by them on any such record date and to other holders of equity securities entitled to participate therein (if any), subject to such exclusions or other arrangements as the Directors' may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 11 December 2025, 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; and all unexercised authorities previously granted to the Directors to allot shares and grant rights be and are hereby revoked.

SPECIAL RESOLUTIONS

(14) Disapplication of pre-emption rights

That, subject to the passing of Resolution 13 above, the Directors be authorised to allot equity securities (as defined in the Act) 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 Act 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 £320,395,

With such authority to expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or on 11 December 2025 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired. This power is in substitution for all existing powers under sections 570 and 573 of the Act (which, to the extent unused at the date of this Resolution, are revoked with immediate effect).

- (15) That if Resolution 13 is passed the Directors be authorised in addition to any authority granted under Resolution 14 to allot equity securities (as defined in the Act) 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 to the allotment of equity securities or sale of treasury shares up to a nominal amount of £320,395 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified 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 such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 11 December 2025 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.

(16) 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(4) 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 32,039,552;
- (b) the minimum price (excluding expenses) which may be paid for such ordinary shares is £0.01 per share, being the nominal amount thereof;
- (c) the maximum price (excluding expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of: (i) 105 per cent. of the average of the closing price 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 expire at the end of the 2025 Annual General Meeting or, if earlier, on 11 December 2025, 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: 17 July 2024

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

EXPLANATORY NOTES ON THE RESOLUTIONS

THE NOTES ON THE FOLLOWING PAGES GIVE AN EXPLANATION OF THE PROPOSED RESOLUTIONS.

All proposed Resolutions in this Notice will be voted on by way of a poll. Resolutions 1 to 13 are proposed as ordinary Resolutions. An ordinary Resolution will be passed on a poll if it is passed by shareholders representing more than 50 per cent. of the total voting rights of shareholders who vote. Resolutions 14 to 16 are proposed as special Resolutions. A special Resolution will be passed on a poll if it is passed by shareholders representing more than 75 per cent. of the total voting rights of shareholders who vote.

Ordinary Resolutions

To receive the Annual Report and Accounts 2024

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, the Directors' report and the auditor's report on those accounts. The Annual Report and Accounts for the year ended 31 March 2024 along with a copy of the AGM notice will be available online at www.brickabilitygroupplc.com.

Remuneration Report

Resolution 2 seeks shareholders' approval for the Directors' Remuneration report which is set out on pages 54 to 58 of the Annual Report and Accounts for year ended 31 March 2024. The vote is advisory only.

Final Dividend

In Resolution 3 the Directors are recommending the payment of a final dividend of 2.28 pence per ordinary share in respect of the year ended 31 March 2024. If approved at the AGM, the dividend will be paid on 26 September 2024 to shareholders who are on the Register of Members at the close of business on 30 August 2024 and an ex-dividend date of 29 August 2024.

Election and re-election of Directors

In line with the practice adopted by the Company in previous years, all Directors will be standing for election. Resolutions 4 to 9 seek approval for the re-election of those Directors who were in office during the year ended 31 March 2024. Resolution 10 deals with the appointment of Frank Hanna who was appointed as an executive director of the Company on 15 April 2024. Biographical information is provided on pages 42 and 43 of the Annual Report and Accounts for the year ended 31 March 2024 for each of the existing directors.

The Board has no hesitation in recommending the 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 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 11 seeks approval to re-appoint BDO LLP as the Company's auditor.

Remuneration of the auditor

Resolution 12 seeks consent for the Audit Committee to determine the remuneration of the auditor.

Directors' authority to allot shares

Resolution 13 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 an aggregate nominal value of £2,135,756, which is approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at 1 July 2024, being the latest practicable date prior to the publication of this notice. £1,067,878 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 AGM of the Company or if earlier, at close of business on 11 December 2025. 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

Disapplication of pre-emption rights

Resolution 14 grants the Directors authority to allot securities of the Company up to a specified amount in connection with rights issues without having to obtain prior approval from the shareholders on each occasion and also to allot a certain number of securities for cash without first being required to offer such shares to existing shareholders. The proposed disapplication of pre-emption rights will mean that the number of Ordinary Shares which may be issued for cash without first being required to offer such shares to existing shareholders will not exceed 32,039,552 Ordinary Shares, being approximately 10 per cent. of the issued ordinary share capital of the Company as at 1 July 2024.

The Pre-Emption Group Statement of Principles 2022 issued on 4 November 2022 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 10 per cent. 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 15 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 13, or sell treasury shares, for cash up to a further nominal amount of £320,395, being approximately 10 per cent. of the total issued ordinary share capital of the Company as at 1 July 2024, 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 15 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 2025 AGM or at close of business on 11 December 2025, whichever is the earlier.

The Board considers the authorities in Resolutions 14 and 15 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.

Authority to purchase own shares

Resolution 16 seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum number of 32,039,552 ordinary shares, representing approximately 10 per cent. of the issued ordinary share capital at 1 July 2024. The authority requested would replace a similar authority granted last year and would expire at the end of the 2025 AGM, or if earlier, at close of business on 11 December 2025.

This authority is being requested to give the Company maximum flexibility to manage its issued share capital. At present the Directors have no intention of using this authority and, in reaching a decision to purchase its 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 RELATED TO THIS 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 Monday 9 September 2024 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 and Wales, or via email at shareholderenquiries@linkgroup.co.uk;
 - Link has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play.
 - by requesting 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 weekends and 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); and
 - 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 12.00 p.m. on Monday 9 September 2024.
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). 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 & International 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 & International 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 Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:00 p.m. on Monday 9 September 2024 in order to be considered as valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.
11. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
12. Copies of the service contracts of the Directors' of the Company will be available for inspection at the place of the AGM 15 minutes before the AGM is held and until its conclusion.

Corporate Representatives

13. 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

14. As at 1 July 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 320,395,521 ordinary shares of £0.01, carrying one vote each on a poll. Therefore, the total voting rights in the Company as at 1 July 2024 are 320,395,521.

Communication

15. 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

16. A copy of this Notice can be found on the Company's website at www.brickabilitygroupplc.com.

Voting by way of a Poll

17. It is proposed that each of the Resolutions in the Notice will be voted on at the AGM by way of a poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. The results of the poll will be announced to the market and published on the Company's website once the votes have been counted and verified.

Additional shareholder information

Arrange to have your dividends paid direct into your bank account

This means that:

- Your dividend reaches your bank account on the payment date.
- It is more secure – cheques can sometimes get lost in the post.
- You don't have the inconvenience of depositing a cheque.
- You avoid the risk of cheque fraud.

If you have a UK bank account, you can sign up for this service on the Share Portal by clicking on 'your dividend options' and following the on-screen instructions.

Shareholder Communications

The majority of shareholders choose to receive Annual Reports and Notices of meetings electronically. This has a number of advantages for the Company and its shareholders. It increases the speed of communication, saves you time and reduces print and distribution costs for the Company and its impact on the environment.

- If you would like to receive notifications by email, you can register your email address via the Share Portal www.signalshares.com or write to FREEPOST SAS, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (no stamp or further address detail is required. Please write in BLOCK CAPITALS)
- If you would like to receive shareholder information in hard copy form, you can register your request via the Share Portal www.signalshares.com or write to FREEPOST SAS, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (no stamp or further address detail is required. Please write in BLOCK CAPITALS)

Please note that you still have the right to request hard copies of shareholder information at no charge. Please note that if you hold your shares corporately or in a CREST account, you are not able to use the Share Portal to inform us of your preferred method of communication and should instead write to FREEPOST SAS, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (no stamp or further address detail is required. Please write in BLOCK CAPITALS).

* The Company reserves the right to send hard copy documents to shareholders where, for example, overseas securities laws do not permit electronic communication or in other circumstances where the Company considers that electronic delivery may not be appropriate.

