

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 am, Tuesday 29 September 2020

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

**PLEASE NOTE THAT THIS IS A CLOSED MEETING DUE TO COVID-19 RESTRICTIONS.
SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE AGM IN PERSON AND INSTEAD YOU
ARE ENCOURAGED TO VOTE YOUR SHARES BY PROXY.**

Notice of the Annual General Meeting of the Company to be held at 11:00 am on Tuesday 29 September 2020, is set out at the end of this document.

Brickability Group plc

(Incorporated in England and Wales with registered number 11123804)

Directors:

John Richards (Chairman)

Alan Simpson (Chief Executive Officer)

Stuart Overend (Chief Financial Officer)

Clive Norman (Non-Executive Director)

David Simpson (Independent Non-Executive Director)

Giles Beale (Independent Non-Executive Director)

4 September 2020

Registered Office:

South Road

Bridgend Industrial Estate

Bridgend

CF31 3XG

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

The 2020 Annual General Meeting (“AGM”) of Brickability Group plc (the Company) is to be held at Queensgate House, Cookham Road, Bracknell, Berkshire RG12 1RB on Tuesday 29 September 2020 at 11 am. The notice of the AGM is set out below and contains 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.

This will be the first AGM of the Company following the admission of its shares to trading on AIM on 29 August 2019. It will however be an unusual first AGM, as I will be unable to welcome you in person to the meeting.

Closed Meeting

In light of social distancing measures as a response to the Coronavirus (COVID-19) pandemic, and as permitted by The Corporate Insolvency and Governance Act 2020, this year’s AGM will be run as a closed meeting and shareholders will not be permitted to attend the AGM. We hope that you understand in these exceptional circumstances that we are taking these steps to adhere to the UK Government guidelines and to protect our shareholders, employees, the Board and the wider community.

While the pandemic restricts our ability to allow shareholders the opportunity to attend the AGM in person, we will make arrangement so that the legal requirement to hold the meeting can be satisfied through the attendance of two Brickability director/shareholders. Any shareholders attempting to attend the AGM will be refused entry on the grounds of public safety.

The outcome of the resolutions to be proposed at the AGM will be determined by the proxy votes received ahead of the AGM. We strongly encourage all shareholders to vote by proxy on all of the resolutions contained in the AGM notice and to appoint the Chairman as proxy in view of the restrictions on attendance. The business at the AGM will be curtailed to the formal business only, with no wider presentations on business performance or Q and A.

While shareholders will not be able to attend the AGM in person, our engagement with shareholders and the continued support of our shareholders is very important to us. Therefore should you have a question in relation to any of the resolutions to be proposed at the AGM, the Annual Financial Statements or the business of the Company, please email your question to investors@brickabilitygroupplc.com by 11 am noon on 27 September 2020. (Please include ‘AGM 2020’ in the subject heading). Questions will be grouped into themes and addressed on our website as soon as practicable following the AGM.

Resolutions

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

Broadly the resolutions being proposed include resolutions to receive the annual financial statements of Brickability Group plc together with the directors and auditors reports for the financial year ended 31 March 2020, to receive the directors remuneration report, to reappoint the directors of the Company, to reappoint the auditors and authorise the directors to fix the auditor's remuneration and to grant authority to the directors to allot shares in the Company and to disapply pre-emption rights in respect of certain allotments of shares for cash, subject to certain limits and restrictions.

The annual financial statements are not enclosed with the Notice of AGM and will be sent to shareholders separately. We expect this to be in the week commencing 14 September 2020. As this is less than the required 21 days' notice, the directors propose to adjourn the vote on Resolution 1 and Resolution 2 to a date not less than 21 days after the accounts have been dispatched to shareholders in order to give shareholders the appropriate amount of time to consider the accounts and directors remuneration report. We will confirm the proposed adjournment date when the Annual Financial Statements have been posted but expect it to be in the week commencing 5 October 2020.

The notice also contains a resolution to declare a final dividend. Although we were required to close our business at the start of lock-down, we had a strong trading year to 31 March 2020 and trading has also been encouraging following the 'lock-down' period. The directors consider it appropriate to continue to pay a final dividend on the ordinary shares following the maiden interim dividend paid in December 2020. However, as the Annual Financial Statements are not being circulated with this Notice, the Directors propose to advise shareholders of the amount of the proposed final dividend for Resolution 11 in the communication enclosing the Annual Financial Statements. The directors also propose to adjourn the vote on Resolution 11, including the amount of the proposed final dividend, to the later date and this will be notified to shareholders in due course.

In the course of completing the audit of the Annual Financial Statement, the board became aware of a technical issue in respect of the Company's procedure for the payment of the Interim Dividend of 0.8678p per ordinary share, (in aggregate £1,999,921.65,) paid to shareholders in December 2020. The Company had sufficient profits to pay the Interim Dividend at the relevant time. However, under the Companies Act 2006, a public company can only pay a dividend out of its distributable profits as shown in the last accounts filed with Companies House. A public company can prepare and file interim accounts with Companies House showing a more recent distributable profit position if the last filed accounts do not show sufficient distributable profits. When the Company paid the Interim Dividend, although it had sufficient distributable reserves to make such payment, the last accounts filed at Companies House for the year ended 31 March 2019 showed distributable profits of only £567,732. Interim accounts showing the requisite level of distributable profits for the whole of the Interim Dividend had been prepared but, due to an oversight, were not been filed with the Registrar of Companies. As a result, part of the Interim Dividend, to the extent of £1,432,189.65 was paid in technical infringement of the Companies Act 2006.

The Company has been advised that it may have claims against past and present shareholders who were recipients of the Interim Dividend to recover the amount paid in respect of the unlawful part of the Interim Dividend. Similarly, the Company has also been advised that it may have claims against directors of the Company at the time the decision was taken to pay the Interim Dividend or who have subsequently been appointed as directors of the Company.

It is not the intention of the Company that any such claims should be made by the Company against either past and present shareholders who received the Interim Dividend or against the past or present directors in respect of the Interim Dividend. The position can be remedied by the shareholders passing a resolution which puts the shareholders and the directors into the position in which they were always intended to be.

Resolution 16 will ratify the appropriation of profits to the payment of the Interim Dividend and release of those past and present shareholders of the Company from any liability to repay the unlawful part of the Interim Dividend; waive any rights of the Company against past and present directors of the Company in respect of the Interim Dividend and approve the Company entering into deeds of release in favour of such shareholders and directors.

Electronic and website communications

You will also find enclosed with this Notice, a letter seeking your agreement to the Company sending or supplying documents and information to you as a member of the Company via the Company's website – www.brickabilitygroupplc.com. This will include future annual financial statements and notices of AGMs. The use of electronic communications will deliver savings to the Company in terms of administration, printing and postage costs. The reduced use of paper will also have environmental benefits. The letter also requests appropriate details from you for electronic communications.

You should note that if we do not receive a response from you within 28 days of the date of this letter, you will be taken to have agreed (under paragraph 10 of Schedule 5 to the Companies Act 2006) that the Company may send or supply documents and information to you via the website.

Form of Proxy from 2021

Brickability Group plc is committed to reducing paper and improving efficiency in its shareholder communications. In addition to the request to use electronic communications, from 2021 we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.

Action to be taken

A form of proxy for use by Shareholders in connection with the 2020 AGM is enclosed with this letter. You are asked to complete and return it to the Company's registrars, Link Asset Services, at Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event so as to be received not later than 11 am on Friday 25 September 2020. Forms of proxy will also be valid for voting on Resolutions 1, 2 and 11 at the relevant adjourned meeting.

In light of the UK Government's public health advice in response to the COVID-19 outbreak including the continued prohibition on large public gatherings and as permitted by The Corporate Insolvency and Governance Act 2020, shareholders are strongly encouraged to submit their Forms of Proxy, appointing the Chairman of the meeting as proxy, rather than another person who will not be admitted to the meeting. No shareholders are permitted to attend the AGM in person.

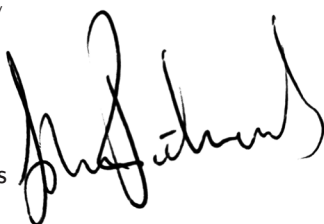
Recommendation

The Directors consider that the passing of the Resolutions 1 – 15 (inclusive) outlined above is in the best interests of the Company and for the benefit of its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of such resolutions as they intend to do in respect of the 64,372,500 shares held by the directors (and persons connected with the directors) representing 27.93% of the issued share capital of the Company.

The Directors also consider Resolution 16 to be in the best interests of the Company and for the benefit of its shareholders as a whole. In light of the Directors interests in this resolution, the Board does not think it is appropriate to make a recommendation to shareholders as to how they should vote on Resolution 16 other than that shareholders should vote on Resolution 16. As a result of their interests in its subject matter, the Directors of the Company who are also shareholders (holding beneficially in aggregate 27.93 per cent of the issued share capital of the Company as at 3 September 2020, (the latest practicable date before publication of this notice) will not vote on Resolution 16 and they have undertaken to take all reasonable steps to ensure that their connected persons will not vote on Resolution 16.

Yours sincerely

John Richards
Chairman



BRICKABILITY GROUP PLC

(Incorporated in England and Wales with number 11123804)

(the Company)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 11am on Tuesday 29 September 2020 at Queensgate House, Cookham Road, Bracknell, Berkshire RG12 1RB for the purpose 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 – 16 (inclusive) will be proposed as special resolutions.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

- (1) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Auditors thereon for the year ended 31 March 2020.

DIRECTORS' REMUNERATION REPORT

- (2) To approve the report of the Board to the members on directors' remuneration for the year ended 31 March 2020.

RETIREMENT AND RE-APPOINTMENT OF DIRECTORS

- (3) To re-appoint Alan Jonathan Simpson as a director of the Company.
- (4) To re-appoint Stuart John Overend as a director of the Company.
- (5) To re-appoint John Richards as a director of the Company.
- (6) To re-appoint Clive Stanley Norman as a director of the Company.
- (7) To re-appoint David Simpson as a director of the Company.
- (8) To re-appoint Giles William Kirwan Beale as a director of the Company.

RE-APPOINTMENT OF AUDITORS

- (9) To re-appoint BDO LLP as auditors to the Company until the conclusion of the next general meeting at which financial statements of the Company are laid before shareholders.

REMUNERATION OF THE AUDITOR

- (10) To authorise the Directors to determine the auditor's remuneration.

DECLARATION OF DIVIDEND

- (11) To declare a final dividend for the year ended 31 March 2020 (i) in the amount to be recommended by the Directors and notified to shareholders prior to the date of the AGM, (ii) to be paid to shareholders on the register on a date to be notified by the directors to shareholders and (iii) to be paid on the date to be notified by the Directors to shareholders, such notifications to be made on a date prior to the date of the AGM.

SPECIAL BUSINESS

AUTHORITY TO ALLOT SHARES

- (12) THAT, the Directors of the Company are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2000 (“Act”) to exercise all or any of the powers of the Company to allot equity securities (as defined in Section 560(1) of the Act) in the Company and to grant rights to subscribe for, or to convert any security into, equity securities in the Company (“Rights”):
- (i) up to an aggregate nominal amount of £768,196.07 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (ii) below in excess of £768,196.07; and
 - (ii) up to an aggregate nominal amount of £1,536,392.14 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (i) above in connection with an offer by way of a rights issue or similar offer:
- (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holding; and
 - (b) to 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 subject to such exclusions or other arrangements as the directors consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory, or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange in any territory;

and provided that this authority shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the date falling 15 months after the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the directors of the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot equity securities and grant Rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company but is without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority.

DISAPPLICATION OF PRE-EMPTION RIGHTS

- (13) THAT, subject to and conditional on the passing of Resolution (12) above, the Directors of the Company be and they are generally empowered pursuant to section 570 of the Act, to exercise all powers of the Company to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution (12) above and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority and power shall be limited to:
- (i) the allotment and issue of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (ii) and (iii) below) up to an aggregate nominal amount of £194,104.60 in connection with any share option scheme or arrangement from time to time, being equal to approximately 8.42 per cent of the issued share capital of the Company at the date of the notice of this meeting; and
 - (ii) the allotment and issue of equity securities in connection with a rights issue or similar offer (a) in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them or (b) in favour of 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 but subject to such

exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts or legal, regulatory or practical difficulties under the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory, or otherwise; and

- (iii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraphs (i) and (ii) above) in the capital of the Company up to an aggregate nominal amount of £115,229.41 (being equal to approximately five per cent of the issued share capital of the Company at the date of the notice of this meeting),

provided that this power and authority shall (unless previously renewed, revoked or varied by the Company in general meeting) expire on the date falling 15 months after the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of this power and authority and which would or might require equity securities to be allotted or Rights to be granted (and treasury shares to be sold) after such expiry and the Directors shall be entitled to allot equity securities and grant Rights (and sell treasury shares) pursuant to any such offers or agreements as if the power and authority conferred by this resolution had not expired.

- (14) THAT, subject to and conditional on the passing of Resolution (12) above, the Directors be and they are generally empowered, in addition to any authority granted under Resolution (13) above, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution (12) above and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority and power shall be limited to:

- (i) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £115,229.41 (being equal to approximately five per cent of the issued share capital of the Company as at the date of the notice of this meeting); and
- (ii) 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 directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2016,

such power and authority shall expire (unless previously revoked, varied or extended by the Company in general meeting) on the date falling 15 months after the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of this power and authority which would or might require equity securities to be allotted or Rights to be granted and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and grant Rights and sell treasury shares pursuant to any such offers or agreements as if the power and authority conferred by this resolution had not expired.

AUTHORITY TO PURCHASE OWN SHARES ON MARKET

- (15) That the Company be and is generally and unconditionally authorised for the purposes 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 its capital, provided that:
 - (a) the maximum aggregate number of ordinary shares that may be acquired under this authority is 23,045,882 (representing 10 per cent of the Company's issued ordinary share capital as at 4 September 2020);
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value;

- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) 105 per cent of the average of the middle market quotations for an ordinary share (as derived from the AIM Supplement of the London Stock Exchange's Daily Official List) for the 5 business days immediately preceding the day on which the share is contracted to be purchased; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for (1) the last independent trade of; and (2) the highest current independent bid for, any number of the Company's Ordinary shares on the trading venue where the purchase is carried out;
- (d) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on expire on the date falling 15 months after the passing of this Resolution or, if earlier, on the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution; and
- (e) before such expiry the Company may enter into one or more contracts to purchase ordinary shares that would or might require a purchase to be completed after such expiry and under which such purchases may be completed or executed wholly or partly after the expiry of this authority and they may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the authority had not expired.

RATIFICATION OF INTERIM DIVIDEND

- (16) That
 - (a) the Company hereby ratifies and confirms the entry in the audited accounts of the Company for the year ended 31 March 2020 whereby distributable profits of the Company were appropriated to the payment of 0.8678 pence per ordinary share, by way of an interim dividend, on 20 December 2019 to shareholders on the share register on 6 December 2019 and the payment of such interim dividend (the "Interim Dividend");
 - (b) to release all past and present shareholders who were shareholders of the Company on the share register on 6 December 2019 (being the same record date as applied to the Interim Dividend), from any obligation to repay the unlawful part of the Interim Dividend, amounting in aggregate to £1,432,189.65 and that any and all claims which the Company has or may have in respect of the payment or repayment of all or any part of the Interim Dividend against its past or present shareholders who appeared on the register of shareholders on 6 December 2019, being the relevant record date for the Interim Dividend, be released and that a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to the Meeting and signed by the Chairman for the purpose of identification; and any distribution involved in the giving of any such release in relation to the unlawful part of the Interim Dividend be made out of the profits appropriated to the Interim Dividend as aforesaid by reference to a record date identical to the record date for such Interim Dividend; and
 - (c) any and all claims which the Company has or may have against its directors (whether past or present) arising in connection with the payment of the Interim Dividend be released and that a deed of release in favour of such directors of the Company be entered into by the Company in the form of the deed produced to the Meeting and signed by the Chairman for the purposes of identification.

BY ORDER OF THE BOARD

Stuart John Overend, Company Secretary

4 September 2020

Registered Office: C/O Brickability Limited South Road, Bridgend Industrial Estate, Bridgend,
United Kingdom, CF31 3XG

IMPORTANT NOTICE RE COVID-19

In light of the UK Government's health advice in response to the COVID-19 outbreak and The Corporate Governance and Insolvency Act 2020, the AGM will be a closed meeting. The Company encourages all shareholders to exercise their right to vote on the resolutions and to submit their form of proxy, appointing the Chairman of the meeting as proxy.

Notes relative to the Notice of Annual General Meeting

ENTITLEMENT TO ATTEND AND VOTE

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and the articles of association of the Company, to be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Company's register of members at:
 - close of business on 25 September 2020; or
 - if this meeting is adjourned, at close of business on the day which is two working days prior to the date of the adjourned meeting.

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.

As soon as practicable following the meeting the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

WEBSITE GIVING INFORMATION REGARDING THE MEETING

2. Information regarding the meeting can be found at <http://www.brickabilitygroupplc.com>

APPOINTMENT OF PROXIES

3. If you are a shareholder entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM instead of you. You should have received a proxy form with this notice of meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact our registrar, Link Asset Services, on 0371 664 0300 or at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
5. Appointment of a proxy will not preclude a shareholder from attending and voting in person at the AGM.
6. Shareholders can:
 - Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 8).
 - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 9).
 - You may not use any electronic address provided either in this notice of meeting or any related documents to communicate with the Company for any purpose other than as expressly stated.
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.

APPOINTMENT OF PROXY BY POST

8. To be effective, the completed and signed proxy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such Power of Attorney) must be sent to the office of the Company's Registrars, Link Asset Services at Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the meeting (excluding weekends and public holidays) (i.e. by 11:00 am on 25 September 2020) and if not so sent shall be invalid.

APPOINTMENT OF PROXIES THROUGH CREST

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (Euroclear) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RAI0) no later than 11:00 am on 25 September 2020, or, in the event of an adjournment of the meeting, 48 hours (excluding weekends and bank holidays) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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 provider(s) should note that Euroclear 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/her 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 service provider(s) 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.

APPOINTMENT OF PROXY BY JOINT MEMBERS

10. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

CHANGING PROXY INSTRUCTIONS

11. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services, on 0371 664 0300 or at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

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 APPOINTMENT

12. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hardcopy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a shareholder 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.

The revocation notice must be received by Link Asset Services no later than 11:00 am on 25 September 2020.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid.

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

CORPORATE REPRESENTATIVES

13. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

ISSUED SHARES AND TOTAL VOTING RIGHTS

14. As at 3 September 2020 (being the latest practicable date prior to publication of this notice), the Company's issued share capital comprised 230,458,821 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the share capital of the Company as at 3 September 2020 is 230,458,821.

The information required to be published by section 311(A) of the Act (information about the contents of this notice and number of shares in the Company and voting rights exercisable at the meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at <http://www.brickabilitygroupplc.com>.

DOCUMENTS AVAILABLE FOR INSPECTION

15. Copies of the service contracts of the executive directors and the non-executive directors' letters of appointment together with the existing articles of association of the Company and the financial statements for the financial year ended 31 March 2020 will be available for inspection at the registered office of the Company during normal business hours Monday to Friday (public holidays excepted) up to the day of the AGM and at the venue for the AGM from at least 15 minutes prior to the time fixed for the AGM until the end of the AGM.

COMMUNICATION

16. Except as provided above and below, shareholders who have general queries about the meeting or need additional proxy forms should use the following means of communication (no other methods of communication will be accepted):

- By post to the Company's registered office, details of which are below:

Address: The Company Secretary
C/O Brickability Limited
South Road
Bridgend Industrial Estate
Bridgend
United Kingdom
CF31 3XG

As a result of the AGM this year being a closed meeting, if a shareholder has a question in relation to any of the resolutions to be proposed at the AGM, the Annual Financial Statements or the business of the Company shareholders may email the question to investors@brickabilitygroupplc.com. Please include "AGM 2020" in the subject heading.

A shareholder may not use any electronic address provided either in this notice of AGM or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purpose other than those expressly stated.

**Explanatory Notes to the Notice of
Annual General Meeting
of
Brickability Group plc**

General

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 – 12 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 – 16 (inclusive) are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Financial Statements

For each financial year the directors of the Company must present the audited consolidated financial statements, the director's report and the auditor's report on the financial statements to the shareholders at a general meeting. A copy of those financial statements and reports will be sent to shareholders as soon as practicable and will be available on the Company's website at <http://www.brickabilitygroupplc.com> from the date they are posted to shareholders.

As the annual financial statements will be despatched late and shareholders will have less than 21 days to consider them before the date fixed for the AGM, the directors intend to adjourn voting on this resolution until a date not less than 21 days after the date the accounts are despatched to shareholders.

Resolution 2 - Directors Remuneration Report

Shareholders are asked to approve the director's remuneration report which may be found in the annual financial statements on pages in section Report of the Remuneration Committee. This resolution is an advisory one and no entitlement to remuneration is conditional on the resolution being passed.

As the annual financial statements, which contain the director's remuneration report, will be despatched late, the directors also intend to adjourn voting on this resolution until the date of adjournment of Resolution 1.

Resolutions 3 – 8 – Retirement and Re-election of Directors

Article 24.4 of the Company's articles of association requires every director to retire from office at the first annual general meeting and, at every subsequent annual general meeting, for any director who has been appointed since the last annual general meeting of the Company or who has not been reappointed at one of the preceding two annual general meetings, to retire from office. Such retiring directors may offer themselves for reappointment.

The UK Corporate Governance Code recommends that all directors should be subject to annual re-election. Accordingly, all of the Directors are proposing to retire and, being eligible, offer themselves for reappointment at the AGM.

Brief details of each of the directors and why the contribution of the directors is, and continues to be, important to the Company's long-term sustainable success, is set out in the Board of Directors section of the annual financial statements

Resolution 9 – Appointment of auditors

The Company is required at each general meeting at which financial statements are presented to shareholders to appoint auditors who will remain in office until the next such meeting. It is proposed to reappoint BDO LLP as auditors.

Resolution 10 – Remuneration of auditors

The shareholders are asked to authorise the Directors to fix the remuneration of the auditor's for the audit work to be carried out in the next financial year. The amount of the remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts of the Company.

Resolution 11 – Declaration of Dividend

In keeping with the Group's strategy stated at IPO, the Company paid its maiden interim dividend, following admission to AIM, of 0.8678 pence per share in December 2019. The Directors propose to pay a final dividend to shareholders. The amount of the final dividend will be notified to shareholders when the annual financial statements are sent to shareholders. The record date for entitlement to the dividend and the date of payment of the dividend will also be advised to shareholders at that time.

The directors intend to adjourn voting on this resolution until the date of adjournment of Resolution 1.

Resolution 12 – Authority to Allot Shares

Under section 551 of the Companies Act 2006, the directors of a Company may only allot shares or grant rights to subscribe for, or to convert any security, into shares in the Company if authorised to do so by the shareholders. Such a resolution is usually passed at each annual general meeting. The purpose of this resolution is to grant the director's power and authority to allot shares or grant rights to subscribe for or convert any securities into shares in the Company.

The Investment Association (**IA**) regards as routine a request by a company seeking an annual authority to allot new shares in an amount of up to a third of the existing issued share capital. In addition, the IA will also regard as routine a request for authority to allot up to two thirds of the existing issued share capital provided that any amount in excess of one third is reserved for fully pre-emptive rights issues. Paragraph (i) of Resolution 12 will allow the directors to allot ordinary shares up to a maximum nominal amount of £768,196.07 representing approximately one-third of the Company's issued share capital and calculated as at 3 September 2020 (being the latest practicable date prior to publication of this document). Paragraph (ii) of Resolution 12 will allow the directors to allot, including the ordinary shares referred to in paragraph (i) of Resolution 12, further ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £1,536,392.14 representing approximately two-thirds of the Company's issued share capital calculated as at 3 September 2020 (being the latest practicable date prior to publication of this document). The directors have no present intention of exercising the authority conferred by paragraph (ii) of Resolution 12. However, if they do exercise the authority, the directors will have due regard to best practice as regards its use including the recommendations of the IA.

The authority will expire, unless earlier renewed, revoked or varied by the Company in general meeting, on the earlier of the conclusion of the next annual general meeting of the Company and the date 15 months after the date of passing of this resolution.

As at 3 September 2020 no shares were held by the Company in treasury.

Resolution 13 – Authority to disapply pre-emption rights

If equity shares are to be allotted for cash, using the authority given by Resolution 12 above, section 561(1) of the Companies Act 2006 requires that those securities are offered first to existing shareholders on a pre-emptive basis in proportion to the number of ordinary shares they each hold at that time.

There may be circumstances, however, where it is in the interests of the Company for the directors to be able to allot new equity securities other than to shareholders in proportion to their existing holding or otherwise and strictly in compliance with the requirements of the Companies Act 2006. This cannot be done under the Companies Act 2006 unless the shareholders first waive their pre-emption rights.

There are legal, regulatory and practical reasons why it may not always be possible to issue new shares under a rights issue or similar offering to some shareholders, particularly those resident overseas. To cater for this, Resolution 13 in authorising the directors to allot new shares by way of a rights issue or similar offering, also permits the directors to make appropriate exclusions or arrangements to deal with such difficulties.

Resolution 13 asks shareholders to authorise the directors to allot equity securities in the capital of the Company pursuant to the authority conferred by resolution 12 for cash, without complying with the pre-emptive rights in the Act in certain circumstances.

Apart from offers or invitations in proportion to the respective number of shares held pursuant to Resolution 13(ii) the authority will, pursuant to Resolution 13(iii), be limited to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £115,229.41 (representing 11,522,941 ordinary shares), being approximately 5% of the Company's issued ordinary share capital at the date of the Notice of AGM. This is in accordance with current recommendation of the IA and the Pre-emption Group.

In addition, Resolution 13(i) also asks shareholders to grant authority to the directors of the Company to allot some of the new shares other than by way of a pre-emptive offer or under the general 10% disapplication in relation to shares issued pursuant to the terms of any share option scheme or arrangement. Resolution 13(i) asks shareholders to do this, but only in relation to new shares up to £194,104.60 (representing 19,410,460 ordinary shares) which is equal to approximately 8.42 per cent. of the Company's issued ordinary share capital at the date of the Notice of AGM.

The directors will be able to use this power without obtaining further authority from shareholders before they allot new shares pursuant to the terms of any employee share option scheme or arrangement covered by it. However, by setting the limit of 8.42 per cent., shareholders' proportionate interests in the Company cannot, without their agreement, be reduced by more than 8.42 per cent. by the issue of new shares pursuant to the terms of any share option scheme or arrangement. This together with the shares currently under options granted by the Company in respect of employee share option schemes and arrangements aggregate 10% of the issued share capital of the Company. The grant of awards under the LTIP at the time of the IPO have still to be issued.

The Company is seeking authority to allot securities in connection with a pre-emptive rights issue up to a maximum amount of the authority in Resolution 12, which represents approximately one third of the Company's issued ordinary share capital as at 3 September 2020, being the latest practicable date prior to publication of this notice. The benefit to the Company of obtaining such authority on an annual basis is that it would allow the Company to implement a rights issue or similar offer of an amount equal to a maximum of approximately one third of the issued ordinary share capital without the need to call an additional general meeting. This would shorten the implementation timetable of such a rights issue.

The power given by Resolution 13 will, unless earlier renewed, revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next annual general meeting of the Company and the date 15 months after the date of passing of this resolution.

Resolution 14 – Authority to disapply pre-emption rights

The authority sought by Resolution 12 would, if granted, give the directors of the Company authority to issue ordinary shares for cash in connection with an acquisition or capital investment of a kind contemplated by The Pre-emption Groups' Statement of Principles up to an additional aggregate nominal amount £115,229.41 (representing 11,522,941 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary shares in the capital of the Company as at the latest practicable date before publication of the Notice of the AGM. The directors confirm 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 Groups' Statement of Principles) which is announced contemporaneously with the allotment.

The authority given by this Resolution 14 unless earlier renewed, revoked or varied by the Company in general meeting, will expire on the earlier of the conclusion of the next annual general meeting of the Company and the date 15 months after the date of passing of this resolution.

Resolution 15 – Authority to purchase own shares on market

The board of directors of the Company is committed to managing the Company's capital effectively and the directors believe that it is in the interests of the Company and its members to continue to have the flexibility to purchase its own shares. This resolution seeks authority from members to do so. The directors only intend to exercise this authority when, after considering market conditions prevailing at the time, they believe that the effect of such exercise would be to increase the earnings per share and be in the best interests of shareholders generally.

The effect of such purchases would either be to cancel the number of shares in issue or the directors may elect to hold them in treasury pursuant to Chapter 6 of Part 18 of the Companies Act 2006.

Certain listed companies may hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by a company in accordance with the Companies Act 2006. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under a company's employee share scheme. Once held in treasury, a company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

The maximum number of ordinary shares which may be purchased under this authority is 23,045,882 (representing approximately 10 per cent of the Company's issued ordinary share capital as at 3 September 2020).

Resolution 16 – Rectification of Interim Dividend

As highlighted in Note 16 to the Annual Report and Financial Statements of the Company for the year ended 31 March 2020, the board of directors recently become aware of a technical issue in respect of the Company's procedure for the payment of the Interim Dividend (defined in Resolution 16 above) of 0.8678p per ordinary share, in aggregate £1,999,921.65, paid to shareholders in December 2020. The Company had sufficient profits to pay the Interim Dividend at the relevant time. However, under the Companies Act 2006, a public company can only pay a dividend out of its distributable profits as shown in the last accounts filed with Companies House. A public company can prepare and file interim accounts with Companies House showing a more recent distributable profit position if the last filed accounts do not show sufficient distributable profits. When the Company paid the Interim Dividend, although it had sufficient distributable reserves to make such payment, the last accounts filed at Companies House for the year ended 31 March 2019 showed distributable profits of only £567,732. Interim accounts showing the requisite level of distributable profits for the whole of the Interim Dividend had been prepared but, due to an oversight, they had not been filed with the Registrar of Companies. As a result, part of the Interim Dividend, to the extent of £1,432,189.65 was paid in technical infringement of the Companies Act 2006.

The Company has been advised that it may have claims against past and present shareholders who were recipients of the Interim Dividend to recover the amount paid in respect of the unlawful part of the Interim Dividend. Similarly, the Company has also been advised that it may have claims against directors of the Company at the time the decision was taken to pay the Interim Dividend or who have subsequently been appointed as directors of the Company.

It is not the intention of the Company that any such claims should be made by the Company against either past and present shareholders who received the Interim Dividend or against the past or present directors in respect of the Interim Dividend. The position can be remedied by the shareholders passing a resolution which puts the shareholders and the directors into the position in which they were always intended to be.

Resolution 16 which is proposed as a special resolution will ratify the appropriation of profits to the payment of the Interim Dividend and release of those past and present shareholders of the Company from any liability to repay the unlawful part of the Interim Dividend; waive any rights of the Company against past and present directors of the Company in respect of the Interim Dividend and approve the Company entering into deeds of release in favour of such shareholders and directors.

By virtue of the deeds of release, the Company will release the shareholders who appeared on the register of shareholders on the record date for the Interim Dividend from any and all claims which it has or may have in respect of the payment of the Interim Dividend and releases past and present directors of the Company from any and all claims which it has or may have arising at any time in respect of the payment of the Interim Dividend of the Company.

Copies of the form of the deeds of release are available for inspection during normal business hours on any week day (except for Saturdays, Sundays and public holidays) at the registered office of the Company up to the time of the Meeting. Copies will be available at the place of the Meeting from at least 15 minutes prior to the Meeting until the conclusion of the Meeting. Copies of the forms of the deeds of release will also be available on the Company's website at www.brickabilitygroupplc.com.

The Board deems resolution 16 to be in the best interests of the Company and its shareholders as a whole. In light of the Directors interests in this resolution, the Board does not think it is appropriate to make a recommendation to shareholders as to how they should vote on the resolution other than that shareholders should vote on resolution 16. As a result of their interests in its subject matter, the Directors of the Company who are also shareholders (holding beneficially, together with their connected persons, in aggregate 27.93 per cent of the issued share capital of the Company as at 3 September 2020, (the latest practicable date before publication of this notice) will not vote on Resolution 16 and they have undertaken to take all reasonable steps to ensure that their connected persons will not vote on that resolution.