

**SUTTON HARBOUR HOLDINGS PLC**

(Registered in England No: 2425189)

**NOTICE OF ANNUAL GENERAL MEETING**

**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 financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Sutton Harbour Holdings PLC, please send this document, and the accompanying form of proxy, at once to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING (the "Meeting" or "AGM") of Sutton Harbour Holdings PLC ("the Company") will be held at Jury's Inn, 50 Exeter Street, Plymouth, Devon PL4 0AZ on Wednesday 5<sup>th</sup> September 2018 at 2.30 pm, to consider and, if approved, pass the following resolutions:

**Ordinary Business**

1. To receive the Company's annual accounts for the financial year ended 31<sup>st</sup> March 2018 together with the Directors' report and the Auditor's report on those accounts.
2. To re-elect Graham S. Miller as a Director who retires by rotation.
3. To re-elect Philip H. Beinhaker as a Director who retires by rotation.
4. To appoint Nexia Smith & Williamson Audit Limited as auditors to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration.
5. To instruct independent external valuers to value the Company's property assets annually forthwith, in place of the current six monthly valuations, and to authorise the Directors to determine their remuneration.

**By Order of the Board**

NATASHA GADSDON  
Company Secretary  
Sutton Harbour Holdings PLC

Registered Office  
Tin Quay House  
Sutton Harbour  
Plymouth PL4 0RA

3<sup>rd</sup> August 2018

## **NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

### **Ordinary Business**

Resolutions 1 to 5 are Ordinary Resolutions, each of which will be passed if more than 50% of the votes cast are in favour. The directors believe that these resolutions are in the best interests of shareholders as a whole and therefore recommend that members should vote in favour of them.

### **Resolution 1 Annual Report and Accounts**

A copy of the Annual Report and Accounts has been sent to each shareholder. The document can also be found online at [www.suttonharbourholdings.co.uk](http://www.suttonharbourholdings.co.uk)

### **Directors standing for re-election:**

#### **Resolution 3 Graham S. Miller**

Aged 55. Appointed Non-Executive Director and Chairman on 23<sup>rd</sup> September 2013, stepping down from the role of Chairman on 22<sup>nd</sup> January 2018, and continuing in the role of Audit Committee Chairman. He is also a member of the Remuneration Committee. He has a strong background in private equity, having held senior and director positions at Murray Johnstone Private Equity and 3i plc. Graham currently holds a number of other directorships.

#### **Resolution 3 Philip H. Beinhaker**

Age 77. Appointed Non-Executive Director and Chairman on 22 January 2018 following the 'Partial Offer and Acceptance' which precipitated a change in control of the Company whereby FB Investors LLP acquired a controlling interest in the Company's shares. Philip is a Director and the Chairman of Beinhaker Design Services Limited, which is a member of FB Investors LLP. He is also a member of the Audit Committee and is Chairman of the Remuneration and Nomination Committees. Philip served as co-founding partner and Chief Executive Officer of IBI Group, a world-leading firm in architecture, engineering and project management from its formation in 1974 until 2013, continuing as a Senior Director of the IBI Group Management Partnership.

#### **Resolution 4 Auditors**

The Board recommends that they appoint Nexia Smith & Williamson Audit Limited to provide audit services and that the Directors be authorised to determine their remuneration.

#### **Resolution 5 Valuation**

For a number of years that Company has instructed a 6 monthly external valuation of its property assets. The Board recommends a change to an annual external valuation.

### **Entitlement to attend and vote at the AGM**

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, members must be registered in the register of members of the Company at close of business on Monday 3<sup>rd</sup> September 2018 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the Meeting.

### **Website giving information regarding the meeting**

Information regarding the meeting, including the specified information required by section 311A of the 2006 Act, is available from the Company's website [www.suttonharbourholdings.co.uk](http://www.suttonharbourholdings.co.uk)

### **Appointment of proxies**

Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company but must attend the meeting to represent you. A member 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 share or shares held by that member.

A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

The cut-off time for the duly completed and signed appointment of proxies and for changing proxy instructions is 2.30 p.m. on Monday 3<sup>rd</sup> September 2018, however, the return of a completed proxy form will not preclude a member from attending the Meeting and voting in person if he or she wishes to do so, to the exclusion of any proxy previously appointed.

### **Appointment of proxy using hard copy proxy form**

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

In the case of a member which is a company ("corporate member"), the proxy form must be executed under its common seal or signed on its behalf by an officer of the corporate member or an attorney for the corporate member.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Changing proxy instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after 2.30 p.m. on Monday 3<sup>rd</sup> September 2018 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 the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company at Tin Quay House, Sutton Harbour, Plymouth PL4 0RA. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by the Company at the registered office above by no later than 2.30 p.m. on Monday 3<sup>rd</sup> September 2018.

### **Corporate representatives**

A corporate member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### **Issued shares and total voting rights**

As at 12.00 p.m. 3<sup>rd</sup> August 2018, (being the last business day prior to the publication of this Notice) the Company's issued share capital comprised 105,599,120 ordinary shares of 1p 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 Company as at 3<sup>rd</sup> September 2018 is 105,599,120.

### **Questions at the meeting**

Under section 319A of the 2006 Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Documents on display**

The following documents will be available for inspection for at least 15 minutes prior to the Meeting and during the Meeting:

- Copies of the service contracts of the Executive Directors of the Company.
- Copies of the letters of appointment of the Non-Executive Directors of the Company.
- Copies of the articles of association of the Company.

### **Communication**

Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

- contacting the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
- any related documents including the proxy form,

to communicate with the Company for any purposes other than those expressly stated.