

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, solicitor or accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Speedy Hire Plc, please hand this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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Speedy Hire Plc

Notice of  
Annual General Meeting  
2020

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# Speedy Hire Plc

(Registered in England and Wales No. 00927680)

Registered Office:  
Chase House  
16 The Parks  
Newton-le-Willows  
Merseyside  
WA12 0JQ

## Directors:

David Shearer (Chairman)  
Russell Down  
Chris Morgan  
Bob Contreras  
Rob Barclay  
Rhian Bartlett  
David Garman

17 July 2020

To the holders of ordinary shares in Speedy Hire Plc ('Company')

Dear Shareholder

## Notice of 2020 Annual General Meeting

I am writing to advise you that the 2020 Annual General Meeting ('AGM') of the Company is to be held on 10 September 2020 at 11:00am. Typically I would be pleased to invite you to attend the AGM in person, however, due to the outbreak of the Coronavirus (COVID-19) it has been necessary to make changes on how we hold and conduct this year's AGM.

Following changes to company law introduced under the Corporate Insolvency and Governance Act 2020 on 26 June 2020, and as a result of the UK Government 'stay alert measures' and related guidance on social distancing and public gatherings ('COVID-19 Related Measures'), the Directors have decided that the AGM will be held on a closed basis by electronic or telephonic means. This decision has been taken to protect the health and safety of our colleagues and shareholders in light of the COVID 19 Related Measures currently in place and recognising the possibility of increased measures being introduced nearer to the date of the AGM. The AGM will be held as a closed meeting that is solely functional in format and shareholders will not be able to attend. A very limited number of persons from the Company will conduct the meeting such that relevant legal requirements can be satisfied. As shareholders will not be able to attend in person, we strongly encourage voting on all resolutions by completing a proxy appointment form appointing the chairman of the meeting as your proxy. All valid proxy votes to be exercised by the chairman of the meeting will also be included in any vote taken at the meeting. The results of the votes on the proposed resolutions will be announced, in the normal way, via poll as soon as practicable after the conclusion of the AGM.

Despite these exceptional circumstances, the Board is keen to maintain engagement with shareholders. In order to facilitate this, if you are a shareholder and would like to ask the Board a question on the formal business of the AGM, please email your question to [investor.relations@speedyservices.com](mailto:investor.relations@speedyservices.com) by 11:00am on Tuesday 8 September 2020. Answers to any frequently asked questions may be published on our website at [www.speedyservices.com/investors](http://www.speedyservices.com/investors) following the AGM.

The formal notice convening the meeting is set out at pages 4 to 6 of this document. In this letter, I will provide you with a detailed explanation of the resolutions to be proposed at the meeting.

At this year's AGM we will be proposing a number of resolutions, as set out below. Resolutions 1 to 12 and resolution 17 will be proposed as ordinary resolutions. Resolutions 13 to 16 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the proposed special resolutions will be passed if at least 75% of the votes cast are in favour.

As a result of the COVID-19 pandemic the Group has taken advantage of substantial government support schemes in the UK and implemented cost reduction measures across the business that have affected colleagues and other stakeholders. Whilst the Board recognises the importance of dividend returns and financial discipline to shareholders it has decided not to recommend payment of a final dividend for the year. The Board will consider whether it is appropriate to recommend payment of an interim dividend at the time of the half year results in November 2020.

## Annual Report and Accounts (Resolution 1)

This resolution deals with the delivery by the directors of the Company ('Directors') to the shareholders of the Company ('Shareholders') of the accounts for the financial year ended 31 March 2020 (including the Directors' and auditors' report on those accounts) ('Annual Report and Accounts') and the adoption thereof by the Company.

## Directors' Remuneration Report and Policy (Resolution 2 and 3)

The Directors are required to prepare an annual report detailing the remuneration of the Directors and a statement by the Chairman of the Remuneration Committee which report is set out on pages 77 to 97 of the Company's Annual Report and Accounts ('Directors' Remuneration Report').

Resolution 2 is the resolution to approve the Directors' Remuneration Report, other than the part containing the Group's remuneration policy for Directors ('Directors' Remuneration Policy'). The Company is required to seek Shareholders' approval in respect of the contents of the Directors' Remuneration Report on an annual basis. This vote is an advisory one and does not affect the actual remuneration paid to any individual Director.

Resolution 3 is the resolution to approve the Directors' Remuneration Policy as set out on pages 80 to 89 of the Directors' Remuneration Report. This part of the Directors' Remuneration Report contains the policy in relation to future payments to the Directors and former Directors which is subject to a binding Shareholder vote by ordinary resolution every three years (the current policy having been approved by Shareholders at the Company's Annual General Meeting in 2017). The new policy will, if approved, take effect from the conclusion of the AGM. If the new Directors' Remuneration Policy is not approved, the Directors' Remuneration Policy approved at the Company's Annual General Meeting in 2017 will continue to apply.

No fundamental changes to the Directors' Remuneration Policy are being proposed. However, a number of modifications are being proposed to take account of the new UK Corporate Governance Code, updated investor guidelines and current market practice that will allow flexibility to deliver appropriate rewards and drive performance over the next policy cycle. This year, we consulted with major Shareholders and revisions were made to take account of the feedback received where appropriate. If the Directors' Remuneration Policy is approved and remains unchanged, it will be valid for up to three financial years without new Shareholder approval being required. If the Company then wishes to change the policy after three years, it will need to put the revised policy to a Shareholder vote before it is able to implement the revised policy, and, if not approved, the policy approved at this year's AGM would continue to apply.

#### **Re-election of Directors (Resolutions 4, 5, 6, 7, 8 and 9)**

Provision 18 of the UK Corporate Governance Code recommends that all directors of listed companies should be subject to annual re-election by shareholders and in addition the Articles of Association of the Company ('Articles') require that each Director retires from office at each Annual General Meeting. As we announced by Regulatory News Service on 8 June 2020, Chris Morgan will be stepping down from the Board on 31 July 2020 and consequently will not be standing for re-election at the AGM.

Having due regard to the internal Board and individual Director performance evaluations and their contributions both individually and also in contribution to the balance of skills, knowledge and capability of the Board as a whole, the Board has determined that each Director standing for re-election continues to contribute effectively and demonstrates commitment to their role and is recommended for re-election at the forthcoming AGM. This consideration includes the respective skills and experience detailed within their biographies which can be found on pages 62 to 63 of the Annual Report and Accounts. The Board believes this information is sufficient to enable Shareholders to make an informed decision on the proposed re-election of the Directors.

#### **Reappointment of auditors and auditors' remuneration (Resolutions 10 and 11)**

Resolution 10 proposes the reappointment of KPMG LLP as auditors and, in accordance with the Company's normal practice, resolution 11 authorises the Directors to determine the auditors' remuneration.

#### **Directors' authority to allot shares (Resolution 12)**

The Companies Act 2006 ('Act') provides that the Directors may not allot shares unless authorised to do so by the Company in general meeting or by its Articles. This resolution seeks renewal, for a further period expiring at the earlier of the close of the 2021 Annual General Meeting or 30 September 2021, of the authority previously granted to the Directors at last year's Annual General Meeting.

The authority in paragraph (a) of this resolution relates to a total of 175,626,041 ordinary shares, being just under one third of the issued share capital of the Company as at 13 July 2020 (being the latest practicable date prior to publication of this document). In accordance with the guidelines issued by the Investment Association, the resolution also contains an authority (in paragraph (b) of this resolution) for the Directors to allot 351,252,083 ordinary shares, being just under two thirds of the issued share capital of the Company as at 13 July 2020 (being the latest practicable date prior to publication of this document) in connection with a pre-emptive offer by way of rights issue only.

The Directors have no present intention of allotting, or agreeing to allot, any ordinary shares otherwise than in connection with employee share schemes, to the extent permitted by such schemes. The Directors continue to monitor potential opportunities for growth and in the event of one of these opportunities proceeding, this may require the allotment of ordinary shares pursuant to this authority.

#### **Disapplication of statutory pre-emption rights (Resolutions 13 and 14)**

The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The Directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash without first having to offer such shares to existing Shareholders. The Directors' current authority to do so expires at the close of the forthcoming AGM and, accordingly, these resolutions seek to renew this authority on similar terms for a further period, expiring at the earlier of the close of the 2021 Annual General Meeting or 30 September 2021.

The authority in resolution 13, if granted, will relate to allotment in respect of rights issues and similar offerings (where difficulties arise in offering shares to certain overseas Shareholders and in relation to fractional entitlements and certain other technical matters) and generally to allotments (other than in respect of rights issues) of equity securities having an aggregate nominal value not exceeding £1,317,195 (being approximately 5% of the issued ordinary share capital of the Company as at 13 July 2020 (being the latest practicable date prior to the publication of this document)).

Resolution 14 is additional authority for the Directors to issue ordinary shares for cash in connection with an acquisition or capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles up to an additional aggregate nominal amount of £1,317,195 (being approximately 5% of the issued ordinary share capital of the Company as at 13 July 2020 (being the latest practicable date prior to the publication of this document)). The Directors confirm that 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 Group's Statement of Principles) 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 allotment.

The Directors do not have any present intention of exercising the authorities in resolutions 13 or 14 but believe it is important for the Company to have the flexibility which these authorities afford. The Directors do not intend to issue more than 7.5% of the issued share capital of the Company on a non-pre-emptive basis in any rolling three-year period without prior consultation with the relevant investor groups (except in connection with an acquisition or specified capital investment if authorised under resolution 14).

#### **Authority to purchase ordinary shares (Resolution 15)**

This resolution is to renew the Company's authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all, and the Board has no present intention of exercising this power but would wish to retain the flexibility to do so in the future. The authority will expire at the earlier of the conclusion of the 2021 Annual General Meeting or 30 September 2021. The Board intends to seek renewal of this power at subsequent Annual General Meetings.

The resolution specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 13 July 2020 (being the latest practicable date prior to publication of this document)) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act and the rules of the Financial Conduct Authority. Any purchases would only be made on the London Stock Exchange. The Directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and a decision would be taken in the light of prevailing circumstances at the time of the purchase. The Board will only exercise the power to make purchases of shares after consideration of the effects on earnings per share and the benefits for Shareholders generally. As at 13 July 2020 (being the latest practicable date prior to publication of this document), there were options outstanding over 12,495,720 ordinary shares, representing 2.37% of the Company's issued share capital. If the authority given by resolution 15 was to be fully used, the options currently in issue would then represent 2.64% of the Company's issued share capital.

#### **Length of notice of meetings (Resolution 16)**

The Articles enable the Company to call general meetings (other than Annual General Meetings) on 14 clear days' notice. The Act increases this period to 21 days unless Shareholders have approved a shorter period, which cannot be less than 14 days. This resolution seeks such approval. The Company will also need to meet certain requirements for electronic voting before it can call a general meeting on 14 clear days' notice. The approval of this resolution will be effective until the conclusion of the Annual General Meeting of the Company in 2021, when it is intended that the approval will be renewed.

#### **Political donations (Resolution 17)**

It is the policy of the Company not to make donations to political parties or incur political expenditure and it has no present intention of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate. However, the Act contains wide definitions of 'political donation', 'political organisation' and 'political party' and, as a result, it is possible that the Company and its subsidiaries may be prohibited from supporting bodies which it is in the Shareholders' interest for the Company to support; for example, bodies concerned with policy review or law reform, with the representation of the business community (or sections of it) or special interest groups. Sponsorship, subscriptions, payment of expenses and paid leave for employees fulfilling public duties may even fall under the definitions. If this resolution is passed the Company and its subsidiaries will be authorised to make donations and incur expenditure which might otherwise be prohibited by legislation, up to a limit of, in aggregate, £50,000. The Directors consider that the authority is necessary to provide the Company with comfort that it will not, because of uncertainties as to the scope and interpretation of the legislation, unintentionally commit a technical breach of it. In common with other listed companies, the Directors are therefore seeking Shareholders' approval in the terms outlined in this resolution.

#### **Action to be taken**

As it is not possible for Shareholders to attend the AGM in person, you are asked to complete the enclosed form of proxy and to post it to the Company's Registrars at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, as soon as possible but, in any event, to arrive no later than 11:00am on 8 September 2020. Ordinarily completion and posting of the form of proxy would not preclude you from attending and voting in person at the AGM should you wish to do so, however, you are reminded that the AGM will be a closed meeting this year and therefore attendance in person will not be possible.

If you are a member of CREST, you may register your appointment of a proxy through the CREST electronic appointment service using CREST ID RA19. For further details refer to the CREST manual. Ordinarily, completion of a form of proxy or the appointment of a proxy electronically would not stop you attending the AGM and voting in person should you so wish, however, you are reminded that the AGM will be a closed meeting this year and therefore attendance in person will not be possible.

A 'vote withheld' option is provided on the form of proxy accompanying this Notice of Meeting which is to enable you to withhold your vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

#### **CREST – Regulation 41 of the Uncertificated Securities Regulations 2001**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered in the register of members of the Company as at 6:30pm on 8 September 2020 shall be entitled to attend (subject to the AGM being a closed meeting) or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.

#### **Documents for inspection**

Subject to the COVID-19 Related Measures in place, copies of (a) the Directors' service contracts and letters of appointment; and (b) a Statement of Directors' share interests and those of their families will be available for inspection during business hours on any weekday from the date of this letter until the conclusion of the AGM at the Company's registered office. As the AGM will be held electronically or by telephone as a closed meeting copies of these documents will be made available by emailing the Company Secretary at [investor.relations@speedyservices.com](mailto:investor.relations@speedyservices.com).

#### **Recommendation**

The Directors believe that the resolutions referred to above which are to be proposed at the AGM are in the best interests of the Company and of the Shareholders as a whole and recommend Shareholders to vote in favour of them, as each of the Directors intends to do in respect of their own beneficial holding.

Yours faithfully

David Shearer  
Chairman

# Speedy Hire Plc

(Registered in England and Wales No. 00927680)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ('AGM') of Speedy Hire Plc ('Company') will be held on 10 September 2020 to consider and, if thought fit, to pass the following resolutions, of which the resolutions numbered 1 to 12 and 17 will be proposed as ordinary resolutions and the resolutions numbered 13 to 16 will be proposed as special resolutions:

### Ordinary Business

1. To receive and, if thought fit, to adopt the annual accounts of the Company for the financial year ended 31 March 2020 together with the reports of the Directors and auditors.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 77 to 97 of the Annual Report and Accounts in respect of the financial year ended 31 March 2020 ('Annual Report and Accounts').
3. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report which is set out on pages 80 to 89 of the Annual Report and Accounts.
4. To re-elect David Shearer as a Director of the Company.
5. To re-elect Russell Down as a Director of the Company.
6. To re-elect Bob Contreras as a Director of the Company.
7. To re-elect Rob Barclay as a Director of the Company.
8. To re-elect Rhian Bartlett as a Director of the Company.
9. To re-elect David Garman as a Director of the Company.
10. To appoint KPMG LLP as the Company's auditors ('Auditors') to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Directors to determine the remuneration of the Auditors.
12. That, in substitution for all subsisting authorities, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 ('Act'), to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
  - (a) up to a maximum nominal amount of £8,781,302; and
  - (b) comprising equity securities (as defined in section 560 of the Act) up to a maximum nominal amount of £17,562,604 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) above of this resolution) in connection with an offer by way of a rights issue:
    - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
    - (ii) to 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,

and this authority shall expire on 30 September 2021 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2021 but the Company may, before this authority expires, make any offer, agreement or arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights pursuant to such offer, agreement or arrangement as if the authority had not expired.

### Special Business

13. That, subject to the passing of resolution 12, the Directors be generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) and/or sell ordinary shares held by the Company as treasury shares for cash pursuant to the authority conferred by resolution 12 as if section 561 of the Act did not apply to the allotment or sale but this power shall be limited to:
  - (a) the allotment of equity securities or sale of treasury shares where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares but subject to the Directors having the right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
  - (b) the allotment of equity securities or sale of treasury shares otherwise than pursuant to the power granted under paragraph (a) above of this resolution up to a maximum nominal amount of £1,317,195,

and this power shall expire on 30 September 2021 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2021 but the Company may, before this power expires, make any offer, agreement or arrangement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors may allot equity securities (or sell treasury shares) pursuant to such offer, agreement or arrangement as if this power had not expired.

14. That, subject to the passing of resolution 12, the Directors be authorised in addition to any authority granted under paragraph (b) of resolution 13 to allot equity securities (as defined in section 560 of the Act) and/or sell ordinary shares held by the Company as treasury shares for cash pursuant to the authority conferred by resolution 12 as if section 561 of the Act did not apply to the allotment or sale but this power shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a maximum nominal amount of 1,317,195; and
- (b) used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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 this power shall expire on 30 September 2021 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2021 but the Company may, before this power expires, make any offer, agreement or arrangement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors may allot equity securities (or sell treasury shares) pursuant to such offer, agreement or arrangement as if this power had not expired.

15. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (as defined in section 693 of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors shall determine, provided that:

- (a) the maximum number of ordinary shares which may be acquired pursuant to this authority is 52,687,812 ordinary shares in the capital of the Company;
- (b) the minimum price which may be paid for each such ordinary share is its nominal value and the maximum price is the higher of 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately before the purchase is made and the price which is the higher of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out (in each case exclusive of expenses);
- (c) this authority shall expire on 30 September 2021 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2021; and
- (d) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after expiry of this authority and may make a purchase of ordinary shares pursuant to such contract or contracts.

16. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

17. That, in accordance with sections 366 and 367 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective are authorised to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

in each case during the period commencing on the date of this resolution and ending at the conclusion of the Annual General Meeting of the Company to be held in 2021 and provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during such period. For the purpose of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings set out in sections 363 to 365 (inclusive) of the Act.

By Order of the Board

**Neil Hunt**  
Company Secretary  
17 July 2020

Registered Office:  
Chase House  
16 The Parks  
Newton-le-Willows  
Merseyside  
WA12 0JQ

## Notes

1. **Impact of COVID-19 on the AGM.** Following changes to company law introduced under the Corporate Insolvency and Governance Act 2020 on 26 June 2020, and as a result of the UK Government 'stay alert measures' and related guidance on social distancing and public gatherings the Directors have decided that the AGM will be held on a closed basis by electronic or telephonic means.
2. **Attendance at the AGM.** As the AGM will be a closed meeting and held at no particular place shareholders cannot attend the AGM. We strongly encourage shareholders to vote on all resolutions by completing a proxy appointment form appointing the chairman of the meeting as your proxy. We will put in place measures for a quorum to be present to transact the business of the AGM.
3. **The Notes below should be read with regard to Notes 1 and 2 above.**
4. A member entitled to attend and vote at the AGM convened by the notice set out above is entitled to appoint a proxy or proxies to attend, speak and vote in his place. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. However, shareholders are reminded that the AGM will be a closed meeting and therefore attendance by anyone other than as specifically arranged by the Company will be not be possible.
5. A Form of Proxy is enclosed for your use. To be valid, the Form of Proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not later than 11:00am on 8 September 2020.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ('CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via euroclear.com). 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 our Registrars, Equiniti Limited (ID RA19) by 11:00am on 8 September 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 instruction 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 providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, 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 service 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.
7. Ordinarily completion of a Form of Proxy or the appointment of a proxy electronically would not stop you attending the meeting and voting in person should you so wish. However, shareholders are reminded that the AGM this year is a closed meeting and attendance is not possible.
8. The right to appoint a proxy does not apply to a person whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act ('Nominated Person'). Nominated Persons may have a right under an agreement with the registered member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it they may have the right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
9. Any corporation that is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
10. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the register of members of the Company as at 6:30pm on 8 September 2020 (or in the case of an adjournment as at 48 hours (excluding non-working days) before the time appointed for holding the meeting) shall be entitled to attend or vote at the AGM and that the number of votes which any member may cast, on a poll, will be determined by reference to the number of shares registered in such member's name at that time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.
12. A 'vote withheld' option is provided on the Form of Proxy which is to enable a member to withhold their vote on a particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.
13. Copies of (a) the Directors' service contracts and letters of appointment; and (b) a Statement of Directors' share interests and those of their families will be available for inspection during business hours on any weekday from the date of this letter until the conclusion of the AGM at the Company's registered office. As the AGM will be held virtually or by telephone copies of these documents will be made available by emailing the Company Secretary at [investor.relations@speedyservices.com](mailto:investor.relations@speedyservices.com).
14. As at 13 July 2020 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consists of 526,878,125 ordinary shares of five pence each, carrying one vote each, and the Company did not hold any shares in treasury. Every member has one vote on a show of hands and on a poll one vote for each share held.
15. It is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on its website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on its website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.
16. A member of the Company attending the AGM has the right to ask questions relating to the business being dealt with at the AGM in accordance with section 319A of the Act. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM 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. As the AGM this year is a closed meeting any shareholder who would like to ask the Board a question on the formal business of the AGM, should email the question to [investor.relations@speedyservices.com](mailto:investor.relations@speedyservices.com) by 11:00am on Tuesday 8 September 2020. Answers to any frequently asked questions may be published on the Company website at [www.speedyservices.com/investors](http://www.speedyservices.com/investors) after the AGM.
17. In accordance with section 311A of the Act, the contents of this notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions, or members' matters of business received by the Company after the date of this notice can be found at [www.speedyservices.com/investors](http://www.speedyservices.com/investors).
18. Except as provided above, members of the Company who have general queries about the AGM should call our shareholder helpline on 0371 384 2769 (UK) or + 44 (0)121 415 7047 (International). Lines are open 9.00am to 5.00pm (UK time), Monday to Friday (excluding public holidays in England and Wales) or write to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. No other methods of communication will be accepted. You may not use any electronic address provided either in this notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
19. In accordance with section 338 of the Act the shareholders may require the Company to give notice of a resolution to be moved at the AGM or to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) if the Company receives requests to do so from:
  - shareholders representing at least 5% of the total voting rights of all the members who have a right to vote on the resolution at the AGM to which their request relates, or
  - at least 100 shareholders who have a right to vote on the relevant resolution at the AGM and hold shares in the Company in which there has been paid up an average sum, per member, of at least £100.



**Speedy Hire Plc**

Chase House  
16 The Parks  
Newton-le-Willows  
Merseyside WA12 0JQ

[speedyservices.com/investors](https://speedyservices.com/investors)

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