



## Filta Group Holdings plc Notice of Annual General Meeting

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THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 11.00 am ON 10 JULY 2020.

THE MOST RECENT "STAY AT HOME" MEASURES ADOPTED BY THE GOVERNMENT PROHIBIT, UNLESS ESSENTIAL FOR WORK PURPOSES, PUBLIC GATHERINGS OF MORE THAN TWO PEOPLE. THE BOARD'S VIEW, WHICH IS SUPPORTED BY THE CHARTERED GOVERNANCE INSTITUTE (ICSA), IS THAT ATTENDANCE AT A GENERAL MEETING BY A SHAREHOLDER, OTHER THAN ONE SPECIFICALLY REQUIRED TO FORM THE QUORUM FOR THAT MEETING, IS NOT ESSENTIAL FOR WORK PURPOSES. THE COMPANY HAS ARRANGED FOR A QUORUM TO BE PRESENT IN PERSON AT THE MEETING. ACCORDINGLY, WE HEREBY NOTIFY SHAREHOLDERS THAT, UNLESS THE GOVERNMENT GUIDANCE ON NON-ESSENTIAL GATHERINGS AND SOCIAL DISTANCING IS MATERIALLY CHANGED IN THE INTERIM PERIOD AND THE COMPANY IS ABLE TO COMPLY WITH THAT GUIDANCE AND HAS MADE AN APPROPRIATE ANNOUNCEMENT TO THAT EFFECT, ANYONE SEEKING TO ATTEND THE MEETING IN PERSON WILL BE REFUSED ENTRY.

SHAREHOLDERS ARE ASKED, INSTEAD, TO SUBMIT THEIR PROXY VOTE IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THIS NOTICE AND ON THE PROXY FORM.

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or otherwise disposed of all of your shares in Filta Group Holdings plc ("**the Company**"), please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A Form of Proxy for use at the Annual General Meeting ("**AGM**") is enclosed.

**Please complete the Form of Proxy and return it in accordance with the instructions printed thereon so as to reach the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time of the AGM (not including bank holidays or weekends), that is no later than 11.00 am on 10 July 2020.**

The Board of Filta Group Holdings plc considers all of the proposed resolutions to be in the best interests of the Company and the shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

The Notice of AGM of the Company is set out at the end of this letter.

18 June 2020

To the shareholders of Filta Group Holdings plc

Dear Shareholder

The Company's AGM will take place at 11.00 am on 14 July 2020 and the Notice of the meeting is enclosed with this letter. A shareholder registered on the register of members of the Company at the close of business on 12 July 2020 is entitled to vote on the resolutions contained in the Notice of AGM.

This letter is intended to help you understand the effect of, and reasons for, the resolutions.

### **Resolution 1: Report and Accounts**

The Directors are required to present to shareholders at the AGM the audited accounts of the Company for the financial period ended 31 December 2019 together with the Auditor's Report and the Directors' Report.

### **Resolution 2: Directors' Remuneration Report**

The Directors are seeking approval of the Directors' Remuneration Report for the financial period ended 31 December 2019, which is set out on pages 33 to 35 of the Company's Annual Report and Accounts for that period (**Annual Report**). This is an advisory vote and entitlement to remuneration is not conditional upon the resolution being passed.

### **Resolutions 3 and 4: Re-appointment of Directors**

Jlubomir Urosevic (Resolution 3) and Tim Worlledge (Resolution 4) are retiring by rotation and offering themselves for re-appointment in accordance with Article 23 of the Company's Articles of Association which requires that one third of the Directors must retire by rotation each year (rounded down).

Brief biographies of Mr Urosevic and Mr Worlledge can be found on page 27 of the Annual Report or on the Company's website at <https://filtapl.com/investor-relations/the-board/>.

Having considered the performance of and contribution made by each of these Directors, the Board remains satisfied that the performance of the Directors standing for re-appointment continues to be effective and demonstrates commitment to the role and, as such, the Board recommends the re-appointment of each of them.

### **Resolutions 5 and 6: Auditors and their remuneration**

Company law requires the Company, at each general meeting at which accounts are laid, to appoint auditors who will remain in office until the conclusion of the next general meeting at which accounts are laid. Crowe U.K. LLP has indicated its willingness to continue in office and Resolution 5 proposes to make this appointment.

Resolution 6 authorises the Directors to agree the auditor's remuneration. It is normal practice for shareholders to resolve at the AGM that the Directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts.

### **Resolution 7: Authority to allot equity securities pursuant to Section 551**

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. Accordingly, Resolution 7 will be proposed as an ordinary resolution to grant authorities to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £969,938.80. This amount represents approximately one third of the total issued ordinary share capital of the Company as at 17 June 2020, the latest practicable date prior to publication of this Notice. This authority will expire at the next Annual General Meeting in 2021 or fifteen months after the date on which Resolution 7 is passed, whichever is the earlier. As at the date of this Notice the Company holds no treasury shares.

**Resolution 8: Disapplication of pre-emption rights**

In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. Accordingly, Resolution 8 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £290,981.64 (being ten per cent of the Company's issued ordinary share capital at 17 June 2020, the latest practicable date prior to publication of this Notice. This power will expire fifteen months after the date on which Resolution 8 is passed or at the conclusion of the next Annual General Meeting in 2021, whichever is the earlier. The Directors have no present intention of exercising this authority.

**Appointing a proxy will enable your vote to be counted at the Annual General Meeting in the event of your absence. Shareholders are urged not to attend the Annual General Meeting, and, unless the Government guidance on non-essential gatherings and social distancing is materially changed in the interim period, and the Company is able to comply with such guidance and has made an announcement to that effect, anyone who seeks to attend will be refused entrance.**

Yours faithfully

Laura Nuttall, for and on behalf of ONE Advisory Limited  
*Company Secretary*

# Filta Group Holdings plc

(Registered in England and Wales with Company number 10095071)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of Filta Group Holdings plc (the “**Company**”) will be held at the Company’s Registered Office, The Locks, Hillmorton, Rugby, Warwickshire, CV21 4PP at 11.00 am. on 14 July 2020 for the purpose of considering and, if thought fit, passing the following resolutions.

Resolutions 1-7 will be proposed as ordinary resolutions and Resolution 8 will be proposed as a special resolution.

### Ordinary Resolutions

1. To receive the Company’s audited accounts for the financial period ended 31 December 2019, together with the Directors’ and the Auditor’s Report thereon.
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2019.
3. To re-appoint Jlubomir Urosevic as a director of the Company, who retires in accordance with Article 23 of the Company’s Articles of Association.
4. To re-appoint Tim Worledge as a director of the Company, who retires in accordance with Article 23 of the Company’s Articles of Association.
5. To re-appoint Crowe U.K. LLP as auditors to the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts of the Company are presented.
6. To authorise the directors of the Company (the “**Directors**”) to fix the auditor’s remuneration.
7. That the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (as amended) (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and such rights to subscribe for or to convert any security into shares in the Company being “**equity securities**”) to such persons on such terms and in such manner as they shall think fit, provided that this authority shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £969,938.80, being one third of the aggregate nominal value of the Company’s issued ordinary share capital as at the date hereof, at any time during the period from the date hereof until the conclusion of the next Annual General Meeting of the Company or fifteen months after the passing of this resolution, whichever is earlier (unless and to the extent previously renewed, revoked or varied by the Company in general meeting), provided that the Directors may make an offer or enter into an agreement which would or might require equity securities to be allotted, offered or otherwise dealt with or disposed of after the expiry of such authority and the Directors may allot any equity securities after the expiry of such authority in pursuance of any such offer or agreement as if this authority had not expired.

### Special Resolution

8. That, subject to the passing of Resolution 8 above, the Directors be and hereby are generally empowered pursuant to Sections 570(1) and 573 of the Act to allot equity securities (as defined by Section 560 of the Act) of the Company for cash pursuant to the authority conferred upon them by Resolution 7 above as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £290,981.64 (being equal to 10% of the Company’s issued ordinary share capital as at the date hereof) and otherwise to the allotment of equity securities for cash in connection with a rights issue or other pre-emptive offer to holders of ordinary shares where the equity securities respectively attributable to the interest of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other

arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, any territory, in each case at any time until the conclusion of the next Annual General Meeting of the Company or fifteen months after the passing of this Resolution whichever is earlier (unless and to the extent previously renewed, revoked or varied by the Company in general meeting), provided that before any such expiry the Directors may make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors may allot equity securities after such expiry under this power in pursuance of any such offer or agreement as if this power had not expired.

By order of the Board

Laura Nuttall, for and on behalf of ONE Advisory Limited  
*Company Secretary*

18 June 2020

## NOTES TO NOTICE OF ANNUAL GENERAL MEETING:

The following notes explain your general rights as a shareholder and your right to attend and vote at the Annual General Meeting (“AGM”) or to appoint someone else to vote on your behalf.

1. Any member of the Company entitled to attend and vote at the AGM is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. **However, shareholders are urged to appoint the Chairman of the Meeting as their proxy, as in accordance with current Government guidance, entry will be refused to anyone else apart from one other Director to ensure the AGM is quorate.**
2. 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.
3. A proxy may demand, or join in demanding, a poll.
4. A proxy need not be a member of the Company but must attend the AGM in order to represent his appointor.
5. A member entitled to attend and vote at the AGM may appoint the Chairman or another person as his proxy, although the Chairman will not speak for the member. However, in line with the current Governmental guidance, any other person may not be admitted to the meeting and shareholders are therefore encouraged to appoint the Chairman of the Meeting as their proxy.
6. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the Company’s registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY (or via CREST or the online proxy voting service – see Notes 10 and 11 below) not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the AGM or adjourned meeting at which the person named in the Form of Proxy proposes to vote.
7. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document (s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
8. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company’s registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. 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. The revocation notice must be received by the Company’s registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY before the AGM or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.
9. Shareholders may change proxy instructions by submitting a new proxy appointment in accordance with the above instructions. Shareholders requiring a new Form of Proxy should contact the Company’s registrars (see Note 18 below for contact details). Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions and any amended proxy appointment received after the relevant cut-off time will be disregarded. 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.
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).
11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company’s agent, Computershare Investor Services PLC (whose CREST ID is 3RA50) by the specified latest time(s) for receipt of proxy appointments. 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 Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
12. Shareholders can register to cast their proxy votes online through the Registrar’s Investor Centre facility at [www.investorcentre.co.uk](http://www.investorcentre.co.uk). To register and cast a proxy vote online, shareholders should refer to the instructions and information on the Form of Proxy.
13. Completion and return of a Form of Proxy (whether in hard copy, via CREST or online) will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the AGM in person, the proxy appointment will automatically be terminated. Shareholders are reminded that the Company will be complying with the Government’s “stay at home” measures.
14. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company’s shares registered on the register of members of the Company as at 6.30 p.m. on 12 July 2020 or, in the event that the AGM is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the said AGM in respect of such shares registered in their name at the relevant time. Changes to entries on the register of members after 6.30 p.m. on 12 July 2020 or, in the event that the AGM is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the AGM.
15. As at the date hereof the Company’s issued ordinary share capital comprised 29,098,164 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company. Accordingly, the total number of voting rights in the Company as at the date hereof is 29,098,164.

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
17. 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, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
18. Except as provided above, members who have general queries about the AGM should call the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY on +44 (0)370 707 1807 (no other methods of communication will be accepted).

Members may not use any electronic address provided either in this Notice of AGM, or any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

