

H&T GROUP PLC

NOTICE OF H&T GROUP PLC ANNUAL GENERAL MEETING 2017

Notice of the 2017 Annual General Meeting of H&T Group plc to be held at the City of London Club, 19 Old Broad Street, EC2N 1DS at 12 p.m. on 4 May 2017.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in the company, please send this document and the accompanying documents to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a form of proxy in accordance with the instructions printed on the enclosed form. The form of proxy must be received by our registrars no later than 12 p.m. on 2 May 2017.

H&T Group plc

Company number: 05188117

Registered in England and Wales

Registered Office: Times House, Throwley Way, Sutton, Surrey SM1 4AF

LETTER FROM THE CHAIRMAN

Dear Shareholder

I am writing to invite you to this year's Annual General Meeting (the "**AGM**") for shareholders of H&T Group plc (the "**Company**") which will be held at the City of London Club, 19 Old Broad Street, London, EC2N 1DS at 12 p.m. on 4 May 2017.

I enclose the following documents:

- (a) notice of AGM;
- (b) form of proxy; and
- (c) draft financial statements for the year ended 31 December 2016.

The resolutions which shareholders will be asked to consider and approve are set out on pages 3 and 4 of the enclosed notice of AGM ("**Notice**").

Explanatory notes on the business to be considered at this year's AGM appear on page 5 of this document.

Final Dividend

Shareholders are being asked to approve a final dividend of 5.3 pence per ordinary share for the year ended 31 December 2016. If you approve the recommended final dividend, this will be paid on 2 June 2017 to all ordinary shareholders who are on the register of members on 5 May 2017.

Action to be taken

Whether or not you are able to attend the AGM, the directors urge you to exercise your right to vote as a shareholder of the Company, and to complete and return the enclosed Form of Proxy to Equiniti Registrars in the enclosed pre-paid envelope so as to arrive no later than 12 p.m. on 2 May 2017.

Completion and return of a Form of Proxy will not preclude you from attending and voting in person at the AGM (in substitution for your proxy vote) should you subsequently decide to do so.

If you have any issues or concerns arising from the business proposed to be conducted at the AGM, please do not hesitate to write to me at the address set out below. The final proxy vote on each resolution will be available at the AGM and thereafter on the Company's website.

I look forward to seeing you at the AGM and thank you for your continued support.

Yours faithfully



Peter McNamara
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that this year's Annual General Meeting of H&T Group plc (the "**Company**") will be held at the City of London Club, 19 Old Broad Street, London, EC2N 1DS at 12 p.m. on 4 May 2017 to consider and pass the resolutions below. Resolutions 8 and 9 will be proposed as special resolutions with the remainder being proposed as ordinary resolutions.

- 1 To receive the Company's financial statements for the year ended 31 December 2016 together with the report of the directors and auditors.
- 2 To declare a final dividend of 5.3 pence per ordinary share payable to the members on the register at the close of business on 5 May 2017.
- 3 To re-elect Stephen Anthony Fenerty as a director of the Company.
- 4 To re-elect Peter Denis McNamara as a director of the Company.
- 5 To re-appoint Deloitte LLP as auditors of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which the accounts are to be laid.
- 6 To authorise the directors to agree the auditors' remuneration.
- 7 THAT the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to allot:

- (a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £617,391, such authority to expire at the conclusion of the next annual general meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or require such rights to be granted, after such expiry and the directors may allot shares or grant rights pursuant to such an offer or agreement as if this authority had not expired; and in addition
- (b) equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of £617,391, such authority to expire at the conclusion of the next annual general meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such an offer or agreement as if this authority had not expired.

"**Rights issue**" means an offer to:

- (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
- (ii) 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,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

- 8 THAT subject to and conditional on the passing of resolution number 7, the directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 7 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case:

- (a) in connection with an offer of such securities by way of a rights issue (as defined in resolution number 7);
- (b) otherwise than pursuant to paragraph 8(a) above up to an aggregate nominal amount of £92,608; and
- (c) in addition to the amount in paragraph 8(b) above, the allotment of equity securities for cash up to an aggregate nominal amount of £92,608, provided that any allotment of equity securities under this paragraph 8(c) shall only be used in connection with an acquisition or specified capital investment,

as if section 561(1) of the Act did not apply to any such allotment, such authority to expire at the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

- 9 THAT the Company be generally and unconditionally authorised, pursuant to Article 8 of the articles of association of the Company, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company ("**Ordinary Shares**") on such terms as the directors think fit, and where such shares are held as treasury shares, the Company may use them for the purposes set out in Section 727 of the Act, including for the purpose of its employee share schemes, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 3,704,349;

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 5 pence;
- (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of: (a) 105 per cent 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 preceding the day on which the Ordinary Share is purchased; and (b) an amount equal to the higher of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange; and
- (d) the authority hereby conferred shall, unless previously revoked or varied, expire at the conclusion of the next annual general meeting of the Company, (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

By order of the board



Stephen Fenerty
Secretary

Dated: 31 March 2017

Registered office:
Times House,
Throwley Way,
Sutton,
Surrey SM1 4AF

Registered in England and Wales
with number 05188117

Notes

1. Members entitled to attend, speak and vote at the Annual General Meeting ("AGM") may appoint a proxy or proxies (who need not be a member of the Company) to exercise these rights in their place at the meeting. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Proxies may only be appointed by completing and returning the Form of Proxy enclosed with this Notice to Equiniti Registrars at Aspect House, Spencer Road, Lancing BN99 6DA.

To be effective the Form of Proxy must be completed in accordance with the instructions and received by the Registrars of the Company by 12 p.m. on 2 May 2017.
2. To be entitled to attend and vote at the AGM (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 6.30 pm on 2 May 2017 (or, in the event of any adjournment, on the date which is two days before the time 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.
3. Any corporation which is a 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.
4. Copies of contracts of service and letters of appointment between the directors and the Company and the articles of association will be available for inspection at the Registered Office of the Company during normal business hours until the conclusion of the AGM, and at the place of the meeting for at least 15 minutes prior to the AGM until its conclusion.

EXPLANATORY NOTES TO THE NOTICE

Resolution 1 – Report and Accounts

The directors of the Company are required to present to the meeting the accounts and the directors' and auditors' report for the financial year ended 31 December 2016.

Resolution 2 – Declaration of a dividend

A final dividend can only be paid after the members at a general meeting have approved it. A final dividend of 5.3 pence per Ordinary Share is recommended by the directors for payment to members who are on the register at the close of business on 5 May 2017.

Resolutions 3 and 4 – Re-election of directors

Under the articles of association of the Company, one-third of the directors are required to retire by rotation each year and no director may serve more than three years without being re-elected by members. Accordingly, Stephen Anthony Fenerty and Peter Denis McNamara are retiring at this year's AGM and standing for re-election.

Resolutions 5 and 6 –

Re-appointment and remuneration of auditors

Resolutions 5 and 6 propose the re-appointment of Deloitte LLP as auditors of the Company and authorise the directors to set their remuneration.

Resolution 7 – Allotment of shares

The directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by shareholders. The authority granted at the last AGM to allot shares or grant rights to subscribe for, or convert any security into, shares is due to expire at the conclusion of this year's AGM. Accordingly, this resolution seeks to grant a new authority under section 551 of the Companies Act 2006 to authorise the directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company and will expire at the conclusion of the next annual general meeting of the Company.

If passed, paragraph (a) of Resolution 7 would give the directors authority to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £617,391 representing approximately one-third (33.33 per cent.) of the Company's issued ordinary share capital (excluding shares held in treasury) and calculated as at 29 March 2017 (being the last practicable date prior to publication of this Notice). In accordance with the latest institutional guidelines issued by the Association of British Insurers ("ABI"), paragraph (b) of Resolution 7, if passed, would give the directors authority to allot, including the shares referred to in paragraph (a) of Resolution 7, a further one-third (33.33 per cent.) of the Company's shares in connection with a pre-emptive offer by way of a rights issue to shareholders up to an aggregate nominal amount of £1,234,783, representing approximately two-thirds (66.67 per cent.) of the Company's issued ordinary share capital (excluding shares held in treasury) and calculated as at 29 March 2017 (being the last practicable date prior to publication of this Notice).

Although the Company has no present intention to exercise these authorities, it is considered prudent to take advantage of the new flexibility provided for by the updated guidelines. With the authorities sought, the Company will be able to proceed with a fully pre-emptive rights issue of up to two-thirds of the existing issued ordinary share capital without the need for further shareholder approval.

The guidelines include an expectation that where an additional authority of the kind set out in paragraph 7(b) of the Resolution is taken and where:

- the aggregate actual usage of the authority conferred by paragraphs 7(a) and 7(b) of the Resolution exceeds one-third of the nominal amount of the Company's issued ordinary share capital and also,
- in the case of a share issue which is in whole or part by way of a fully pre-emptive rights issue, the monetary proceeds exceed one-third (or such lesser relevant proportion) of the pre-issue market capitalisation of the Company,

all members of the board wishing to remain in office will stand for re-election at the next annual general meeting of the Company following the decision to make the issue in question.

Resolution 8 – Disapplication of pre-emption rights

Under section 561(1) of the Companies Act 2006, if the directors wish to allot any shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. Resolution 8 asks shareholders to do this, and apart from rights issues or any other pre-emptive offer concerning equity securities, in respect of other issues of equity securities for cash up to an aggregate nominal value of £92,608, being approximately 5% of the Company's issued ordinary share capital as at 29 March 2017 (being the last practicable date prior to publication of this Notice) and in respect of the allotment of equity securities for cash up to an aggregate nominal amount of £92,608, being approximately 5% of the Company's issued ordinary share capital as at 29 March 2017 (being the last practicable date prior to publication of this Notice), for the purposes of an acquisition or specified capital investment (which includes the sale on a non-pre-emptive basis of any shares held in treasury). The authority sought at the annual general meeting will expire at the conclusion of the next annual general meeting of the Company.

Resolution 9 – Authority to purchase own shares

The Company is seeking authority to purchase approximately 10% of the Company's issued ordinary share capital at, or between, the minimum and maximum prices specified in this resolution. This power would be used only after careful consideration by the directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The directors would exercise the authority to purchase Ordinary Shares only if they considered it to be in the best interest of the members and they believe that the effect of such purchases will be to increase earnings per share.

The authority sought at the annual general meeting will expire at the conclusion of the next annual general meeting of the Company.

FORM OF PROXY

H&T GROUP PLC ANNUAL GENERAL MEETING
TO BE HELD AT 12.00 P.M. ON 4 MAY 2017 AT THE
CITY OF LONDON CLUB, 19 OLD BROAD STREET, LONDON EC2N 1DS

I/We..... of.....
..... (PLEASE USE BLOCK LETTERS)

being a member/members of H&T Group plc, appoint the Chairman of the meeting or

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 4 May 2017 at the City of London Club, 19 Old Broad Street, London EC2N 1DS and at any adjournment of it. I/We instruct my/our proxy to vote on a show of hands or on a poll in the manner shown below on each such resolution.

Please tick here if this proxy appointment is one of multiple appointments:

Number of shares in respect of which the proxy is appointed:

Please indicate your vote by marking the appropriate boxes in black or blue ink like this:

Resolutions	For	Against	Vote Withheld
1. To receive the Directors' Report and Accounts for the period ended 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Stephen Anthony Fenerty as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Peter Denis McNamara as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Deloitte LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to agree the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the purchase of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate if you are not intending to attend the AGM

This card should not be used for any comments, change of address or other queries. Please send separate instruction.

Signature..... Date.....

Notes for the completion of Form of Proxy

- If you will not be attending the Annual General Meeting, or may not do so, you can appoint another person (a "proxy") to exercise all or any of your rights to attend, speak and vote at the meeting on your behalf. Completing this Form of Proxy does not prevent you from attending and voting in person.
- If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided and delete the words "the Chairman of the meeting or". A proxy need not be a member of the Company. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box provided if the proxy appointment is one of multiple appointments being given. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy and please enter in the box provided the number of shares in respect of which the proxy is appointed. You may photocopy the enclosed Form of Proxy the required number of times before completing it. All Forms of Proxy must be signed and returned together in the same envelope.
- Unless you give specific instructions on how to vote on a particular resolution, your proxy may vote as he or she thinks fit on any motion to amend a resolution or to adjourn the meeting, or any other resolution, motion or vote proposed at the meeting.
- The "vote withheld" option is provided to enable you to abstain on any particular resolution. However 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 the votes "For" and "Against" a resolution.
- To be valid, this proxy, together with any power of attorney under which it is signed or a duly certified copy thereof, should reach the office of the Company's Registrar, Equiniti Registrars at Aspect House, Spencer Road, Lancing BN99 6DA, by 12 p.m. on 2 May 2017. In the UK, the Form of Proxy should be returned in the pre-paid envelope provided, to Equiniti Registrars at Aspect House, Spencer Road, Lancing BN99 6DA. Outside the UK, the appropriate postage must be paid.
- If the member is a corporation, the proxy should be given under the common seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders, any joint holder may sign this Form of Proxy, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
- Should any other resolution be proposed at the Annual General Meeting, the proxy may vote as he or she thinks fit.
- Any amendments to this Form of Proxy must be initialled.
- All enquiries concerning this form should be directed to the Company's Registrar, Equiniti Registrars at Aspect House, Spencer Road, Lancing BN99 6DA.



