

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Breedon Group plc (the 'Company' and the 'Group'), please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



(incorporated and registered in Jersey No. 98465)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES TO SHAREHOLDERS

Notice of the Annual General Meeting of the Company which will take place at Pinnacle House, Breedon Quarry, Breedon on the Hill, Derby, DE73 8AP (what three words: hood.looks.statement) on Wednesday 26 April 2023 at 2.00pm, is set out on pages 7 to 9 of this document.

If you are unable to attend the Annual General Meeting, please complete and submit an online form of proxy in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in notes 5, 6, 7 and 8 on page 10 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. All proxy appointments must be received by the Company's Registrar, Link Group, no later than 2.00pm on Monday 24 April 2023.

Further instructions relating to proxy appointments are set out on pages 10 and 11 of this document.

Breedon Group plc

Breedon Group plc

(incorporated and registered in Jersey No. 98465)

20 March 2023

Registered office:
28 Esplanade
St Helier
Jersey
JE2 3QA

Dear Shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of the Annual General Meeting of the Company ('AGM') which will take place at Pinnacle House, Breedon Quarry, Breedon on the Hill, Derby, DE73 8AP (what three words: hood.looks.statement) on Wednesday 26 April 2023 at 2.00pm.

The purpose of the AGM is to seek shareholders' approval of the resolutions. Resolutions 1 to 13 will be proposed as Ordinary Resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 16 will be proposed as Special Resolutions. For each of these resolutions to be passed, at least two thirds of the votes cast must be in favour of the resolution. This Notice of AGM can also be found on the Company's website at www.breedongroup.com/agm. The voting results on the resolutions put to the AGM shall be announced to the market and uploaded onto the Company's AGM webpage following the closure of the meeting. Explanatory notes to each of the resolutions to be proposed at the AGM are set out below.

RESOLUTION 1: Annual Report and Accounts

The Directors are required to lay the report and accounts of the Company before the shareholders each year at the AGM. The Company's 2022 Annual Report (the 'Annual Report') includes the audited Financial Statements, the Auditor's Report, the Directors' Report, and the Directors' Remuneration Report.

RESOLUTIONS 2 AND 3: Reappointment of auditor and auditor's remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid to serve until the next such meeting. KPMG LLP has indicated its willingness to continue in office and the Board proposes by Resolution 2 that KPMG LLP be reappointed as auditor of the Company. The Audit & Risk Committee confirm that KPMG's Audit Partner has been succeeded following the last incumbent being in place for five years. Please see further details on page 109 of the Annual Report.

Resolution 3 authorises the Directors to negotiate and agree the remuneration of the auditor.

RESOLUTION 4: Approval of Directors' Remuneration report

The Directors' Remuneration Report, which can be found on pages 116 to 133 of the Annual Report, gives details of the remuneration paid to the Directors for the year ended 31 December 2022. The Company's auditor has audited those parts of the Directors' Remuneration Report required to be audited and their report may be found on pages 138 to 145 of the Annual Report. Shareholders are invited to approve the Directors' Remuneration Report by voting on Resolution 4. This vote is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the Resolution is not passed.

RESOLUTION 5: Final dividend

A final dividend of 1.4 pence per ordinary share of no par value in the Company for the year ended 31 December 2022 is recommended by the Directors. If you approve the recommended final dividend, this will be paid on 5 May 2023 to shareholders who are on the Register of Members at the close of business on 11 April 2023.

RESOLUTIONS 6 TO 12: Reappointment of Directors

In line with best corporate governance practice, all of the Directors will offer themselves for reappointment at the AGM irrespective of their date of appointment and length of service on the Board. Separate resolutions will be proposed for each of these reappointments.

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The Directors believe that the Board offers an appropriate balance of knowledge and skills and that the Non-executive Directors are independent in character and judgement. As Chairman, I confirm that the Non-executive Directors continue to demonstrate effective performance and commitment to the role and have sufficient time to meet their responsibilities. The continued effectiveness of the Board, its Committees and the Directors was assessed through an internal evaluation process in 2022. Following this evaluation, the Board recommends the reappointment of all Directors.

The biographical details of all Directors are set out on pages 96 to 97 of the Annual Report and on the Group's website at www.breedongroup.com/directors. In the Board's view, these illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Resolution 6 to reappoint Amit Bhatia, Non-executive Chairman. Amit has over 20 years' corporate finance and private equity experience and was previously Executive Chairman of Hope Construction Materials and currently holds another chairmanship position. Amit has a strong strategic and entrepreneurial approach which he brings to the Board together with his governance and stewardship experience which as Chairman, continues to ensure the long-term success of the Group.

Resolution 7 to reappoint James Brotherton, Chief Financial Officer. James is a chartered accountant and has held previous executive roles of Chief Financial Officer and Director of Corporate Development. James has considerable international construction sector and corporate experience in the areas of finance, strategy, operational efficiency, systems development, mergers and acquisitions and business integration. James joined Breedon and the Board in 2021 and has contributed significantly to the financial longevity and strategic success of the Group.

Resolution 8 to reappoint Carol Hui, Non-executive Director. Carol has previously held an executive director position as Chief of Staff and General Counsel together with a non-executive board chair role of a listed global company. Carol is Chair of the Sustainability Committee and brings a diverse perspective to the Board providing it with valuable insight from her extensive strategic, commercial, legal and sustainability expertise.

Resolution 9 to reappoint Pauline Lafferty, Non-executive Director. Pauline brings to the Board significant experience with regards to human resources, particularly in the key areas for the Board of talent development and retention, employee engagement and cultural change. She has previously held an executive position as Chief People Officer and has current board and remuneration committee chair experience. Pauline is Chair of the Remuneration Committee and the Designated Non-executive Director for Workforce Engagement. She is a strong advocate on the Board for both employee engagement and positive culture change.

Resolution 10 to reappoint Helen Miles, Non-executive Director. Helen is an experienced finance professional and has a breadth of commercial experience having worked within regulated businesses and the broader infrastructure sector. She holds an executive position as Capital and Commercial Services Director for a FTSE 100 company and has held other executive positions at other companies including as Chief Financial Officer. Helen's strong expertise in the Board's key areas of growth strategy and sustainability and her customer focused business and transformation experience, fully supports and complements the Board's skill set.

Resolution 11 to reappoint Clive Watson, Non-executive Director. Clive has considerable finance and industrial business experience gained through his executive roles in a variety of organisations and industries which is supported by his membership of both the ICAEW and the Chartered Institute of Tax. Clive has held numerous senior executive and board positions at other companies including prior and current positions as both audit committee chair and senior independent director. Clive's extensive knowledge of finance and audit continues to support the Board in its long-term success through his role as both Chair of the Audit & Risk Committee and Senior Independent Director.

Resolution 12 to reappoint Rob Wood, Chief Executive Officer. Rob is a chartered accountant with 20 years' experience in the international building materials industry. Rob's financial and mergers and acquisitions experience provides the Board with a solid awareness and expertise which together with his strategic experience gives the Board a strong assessment of market opportunities and financial awareness. Rob has held an executive position on the Board for a number of years bringing solid and invaluable operational leadership, as both Group Finance Director and Chief Executive Officer and fully understands the challenges and opportunities for the Group.

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RESOLUTION 13: Directors' authority to allot shares

The Directors currently have an authority to allot shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority is due to lapse at the conclusion of the AGM. The Board is seeking by this ordinary resolution to renew the Directors' authority to allot or grant rights to subscribe for or convert any securities into shares up to 564,799,860 ordinary shares, being approximately one third of the issued ordinary share capital of the Company as at 8 March 2023. As at the date of this letter, no shares are held by the Company in treasury.

Other than as required pursuant to Company share schemes, the Directors have no present intention of exercising the authority under this resolution. Nevertheless the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

RESOLUTIONS 14 & 15: Directors' authority to disapply pre-emption rights

Resolutions 14 and 15 are special resolutions which, if approved, will give the Directors the authority to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares in the Company.

The authority under Resolution 14 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary;
- (b) allotments or sales (otherwise than pursuant to (a) above) up to a maximum of 169,439,958 ordinary shares representing 10% of the issued ordinary share capital of the Company as at 8 March 2023; and
- (c) allotments or sales (otherwise than under paragraphs (a) and (b) above) up to a maximum 33,887,991 ordinary shares representing 2% of the issued ordinary share capital of the Company as at 8 March 2023 to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

Resolution 15 would give the Directors authority to (i) allot up to a further 169,439,958 ordinary shares, being 10% of the issued share capital of the Company as at 8 March 2023 for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Statement of Principles on Disapplying of Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice (the "Statement of Principles") and (ii) allot shares (otherwise than under

paragraph (i)) up to a maximum 33,887,991 ordinary shares representing 2% of the issued ordinary share capital of the Company as at 8 March 2023 to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The disapplication authorities under Resolutions 14 and 15 are in line with guidance set out in the Statement of Principles. The Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 10% of a company's issued share capital for use on an unrestricted basis, (ii) up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue and (iii) in the case of both (i) or (ii), up to an additional 2% in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer.

RESOLUTION 16: Authority for the company to purchase its own shares

This is a special resolution which seeks the approval of shareholders to renew the existing authority for the Company to purchase its own shares. While the Directors have no current intention of using the authority being sought, they consider it prudent for the Company to have the flexibility to do so if they consider that it would be in the best interests of the Company and could be expected to result in an increase in earnings per share of the Company.

Under the terms of the resolution the Company will be generally authorised to make market purchases of up to 169,439,958 ordinary shares, being 10% of the issued share capital of the Company as at 8 March 2023. The maximum and minimum price payable per share will be as set out in the resolution itself. Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base. As at 8 March 2023, the total number of options to subscribe for ordinary shares in the Company amounted to 29,569,810. This represented approximately 1.7% of the Company's issued ordinary share capital on that date. If this authority to purchase shares is exercised in full, the options would represent approximately 1.9% of the issued ordinary share capital as at 8 March 2023.

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If granted, and unless previously renewed, varied or revoked, each of the authorities described above in respect of Resolutions 13, 14, 15 and 16, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or at 6.00pm on 26 July 2024 if earlier.

Annual Report and Accounts

Those shareholders who have elected to receive paper copies of shareholder information will have received a copy of the Annual Report with this letter. For those shareholders who have (or are deemed to have) elected to receive shareholder information electronically via the Company's website, the Annual Report and Accounts for 2022 is available for viewing and downloading online from the Company's website at www.breedongroup.com/investors. The majority of our shareholders now receive shareholder information electronically and I would encourage shareholders who have elected to receive information from the Company in hard copy to consider opting to receive publications, including the Annual Report and Accounts, in electronic form. You can register for electronic communications at www.breedonshares.com or contact our Registrar. Further details on registering for electronic communications can be found on page 12 of this document.

Action to be taken

It is important to the Company that shareholders have the opportunity to vote on the AGM resolutions, even if they are unable to attend in person. Shareholders can submit proxies for the 2023 AGM electronically by logging on to www.breedonshares.com. Electronic proxy appointments must be received by the Company's Registrar no later than 2.00pm on Monday 24 April 2023 (or not less than 48 hours before the time fixed for any adjourned meeting).

Breedon Group plc is committed to reducing paper and improving efficiency in its shareholder communications and therefore, you will not receive a hard copy form of proxy for the 2023 AGM in the post automatically. You may request a hard copy form of proxy directly from the Company's Registrar, Link Group. Details on how to request and complete a hard copy form of proxy are set out in notes 5, 6, 7 and 8 on page 10 of this document.

The Company's Registrar, has launched a shareholder app: LinkVote+. It is free to download and use and gives shareholders the ability to access their records at any time. The app also allows users to submit a proxy appointment quickly and easily online. The app is available to download on the Apple App Store and Google Play:



All proxy instructions must be received by the Company's Registrar by no later than 2.00pm on Monday 24 April 2023.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.00pm on Monday 24 April 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Recommendation

The Board considers that each of the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and would promote the success of the Company. Your Board will be voting in favour of them in respect of their own shareholdings and unanimously recommends that you do so as well.

Yours faithfully

Amit Bhatia
Chairman

Notice of Annual General Meeting

Notice of Annual General Meeting

Notice is hereby given pursuant to the Articles of Association of Breedon Group plc that the Annual General Meeting of the Company will take place at Pinnacle House, Breedon Quarry, Breedon on the Hill, Derby, DE73 8AP at 2.00pm on Wednesday 26 April 2023, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 13 will be proposed as Ordinary Resolutions and Resolutions 14 to 16 will be proposed as Special Resolutions:

Ordinary business

Ordinary Resolutions

1. THAT the Financial Statements of the Company for the year ended 31 December 2022, together with the reports of the Directors and Auditor thereon be received and adopted.
2. THAT KPMG LLP, who have indicated their willingness to act, be and are hereby reappointed as the Auditor of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which Financial Statements are laid before the Company.
3. THAT the Directors of the Company be and are hereby authorised to determine the fee payable to the Auditor in respect of the year ending 31 December 2023.
4. THAT the Directors' Remuneration Report set out on pages 116 to 133 of the Annual Report for the year ended 31 December 2022 be approved.
5. THAT a final dividend is declared for the year ended 31 December 2022 of 1.4 pence per ordinary share of no par value, payable on 5 May 2023 to shareholders named on the Register of Members as at the close of business on 11 April 2023.
6. THAT Amit Bhatia be reappointed as a Director of the Company.
7. THAT James Brotherton be reappointed as a Director of the Company.
8. THAT Carol Hui be reappointed as a Director of the Company.
9. THAT Pauline Lafferty be reappointed as a Director of the Company.
10. THAT Helen Miles be reappointed as a Director of the Company.
11. THAT Clive Watson be reappointed as a Director of the Company.
12. THAT Rob Wood be reappointed as a Director of the Company.

Special business

Ordinary Resolution

13. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with Article 6.2 of the Company's Articles of Association (the 'Articles') to exercise all the powers of the Company to allot relevant securities (as defined in Article 6.2 of the Articles) in the Company, including, but not limited to, ordinary shares in the Company, and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company up to a maximum of 564,799,860 ordinary shares.

The authority conferred on the Directors under this Resolution shall take effect after the passing of this Resolution and expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, at 6.00pm on 26 July 2024, save that the Company may before such expiry make an offer or agreement which would or might require ordinary shares to be allotted or rights to subscribe for, or to convert any security into, ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for, or to convert any security into, ordinary shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

14. THAT, subject to the passing of Resolution 13, the Directors be and are hereby authorised pursuant to Article 6.7 of the Articles to allot equity securities (within the meaning of Article 6.6 of the Articles) for cash pursuant to the authority conferred by Resolution 13 above, as if Article 6.3 did not apply to any such allotment, provided that this authority shall be limited to:
 - (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 13 above, by way of a rights issue only) to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,
 and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

Notice of Annual General Meeting

Special business continued

Special Resolutions continued

- (b) the allotment of equity securities consisting of, or the right to subscribe for, or convert any security into, shares in the Company (otherwise than under paragraph (a) above) up to a maximum of 169,439,958 ordinary shares in the Company; and
- (c) the allotment of equity securities (otherwise than under paragraph (a) or (b) above) up to a maximum of 20% of any allotment of equity securities from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority conferred on the Directors under this Resolution 14 shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, at 6.00pm on 26 July 2024, (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make offers or enter into agreements which would, or might, require ordinary shares to be allotted or rights to subscribe for, or to convert any security into, ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for, or to convert any security into, ordinary shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

15. THAT, subject to the passing of Resolution 13, the Directors be and are hereby authorised pursuant to Article 6.7 of the Articles, in addition to any authority granted under Resolution 14 above, to allot equity securities (within the meaning of Article 6.6 of the Articles) for cash pursuant to the authority conferred by Resolution 13 above, as if Article 6.3 did not apply to such allotment, provided that this authority shall be:

- (a) limited to the allotment of equity securities consisting of, or the right to subscribe for, or convert any security into, shares in the Company up to a maximum of 169,439,958 ordinary shares; used only for the purposes of financing (or refinancing, if the authority is to be used within 12 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
- (b) limited to the allotment of equity securities (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority conferred on the Directors under this Resolution 15 shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, 6.00pm on 26 July 2024, (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make offers, or enter into agreements, which would, or might, require ordinary shares to be allotted or rights to subscribe for, or to convert any security into, ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for, or to convert any security into, ordinary shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Notice of Annual General Meeting

16. THAT the Company be and is hereby generally and unconditionally authorised to make one or more market purchases of ordinary shares in the capital of the Company pursuant to Article 57 of the Companies (Jersey) Law 1991 as amended (the 'Law') and on such terms and in such manner as the Directors may determine provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 169,439,958 (being 10% of the issued ordinary share capital of the Company as at 8 March 2023);
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1.0 pence;
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of: (i) an amount equal to 105% of the average middle market quotation of an ordinary share taken from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which any ordinary share is contracted to be purchased by the Company; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out;
 - (d) the Directors of the Company can, prior to each such purchase, make the solvency statement required by the Law and fulfil all other requirements of the Law in relation to purchases of a company's own shares;
 - (e) this authority will expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this Resolution is passed or, if earlier, at 6.00pm on 26 July 2024;
 - (f) this authority shall only be capable of variation, revocation or renewal by Special Resolution of the Company; and
 - (g) the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed and completed wholly or partly after its expiration and may make a purchase of ordinary shares in pursuance of any such contract or contracts after its expiration.

By order of the Board

Breedon Group plc

20 March 2023



Notes to the Notice of Meeting (the 'Meeting'):

The following notes explain your general rights as a shareholder and your right to attend and vote at the Meeting or to appoint someone else to vote on your behalf.

1. Under Jersey law a special resolution requires a two thirds rather than three quarters majority of those voting at the Meeting in person or by proxy to vote in favour of the resolution.
 2. Every member who is present in person shall on a show of hands, have one vote and every member present in person or by proxy shall, on a poll, have one vote for each share of which he or she is the holder.
 3. A member entitled to attend and vote at the Meeting convened by this Notice is also entitled to appoint one or more proxies to exercise all and any of their rights to attend and vote on their behalf at the Meeting. Where a member appoints more than one proxy in relation to the Meeting, each proxy must be 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 but must attend the Meeting in person.
 4. A member may appoint a proxy online by visiting www.breedonshares.com or via the Link Group shareholder app, LinkVote+. The app is free to download and use and gives shareholders the ability to access their records at any time. To be valid, your proxy appointment and instructions must be received by Link Group no later than 2.00pm on Monday 24 April 2023.
 5. You may request a hard copy form of proxy directly from the Company's Registrar, Link Group, on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open between 9.00am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.
 6. To be effective the completed and signed hard copy form of proxy must be received by post or (during normal business hours) by hand at the offices of PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 4 above.
- Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the hard copy form of proxy. In the case of a shareholder which is a corporation, the form of proxy must be executed under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf.
7. To appoint more than one proxy using a hard copy form of proxy you may photocopy the form of proxy.
 8. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If possible, all forms should be returned together in the same envelope.
 9. 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 (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.
- If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member that 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 a duly appointed attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group no later than 2.00pm on Monday 24 April 2023. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.
 11. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out 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.



Notes to the Notice of Meeting (the 'Meeting'): continued

12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly (under CREST participant ID RA10) authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent by 2.00pm on Monday 24 April 2023. 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 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 instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.00pm on Monday 24 April 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
15. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
16. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders and for this purpose seniority will be determined by the order in which the names are recorded in the Register of Members.
17. The Directors of the Company will interpret any ambiguous proxy appointments. The Chairman of the Meeting will, in their capacity as proxy, interpret any voting instructions received. Their respective determinations shall be final.
18. The Company, pursuant to Article 40 of the Companies Uncertificated Securities (Jersey) Order 1999, specifies that only those members registered in the Register of Members of the Company as at 6.00pm on Monday 24 April 2023 or, in the event that the Meeting is adjourned, in the Company's Register of Members 48 hours before the time of any adjourned meeting(s), shall be entitled to attend or vote at the Meeting or any adjournment thereof in respect of the number of shares registered in their name at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting or any adjournment thereof.
19. Unacceptable behaviour will not be tolerated at the Meeting and it will be dealt with appropriately by the Chairman of the Meeting.
20. As at 8 March 2023 the Company's issued share capital consisted of 1,694,399,580 ordinary shares, carrying one vote each and, therefore, the total number of voting rights in the Company as at 8 March 2023 was 1,694,399,580.

Registrar

All administrative enquiries relating to shareholdings, such as lost certificates, changes of address, change of ownership or dividend payments and requests to receive corporate documents by email should, in the first instance, be directed to the Company's Registrar, Link Group and clearly state the shareholder's registered address and investor code (IVC), which can be found on the share certificate:

By post: Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL.

By telephone: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the UK, please call +44 371 664 0300. Calls from outside the UK will be charged at the applicable international rate. The helpline is open between 9.00am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

By email: shareholderenquiries@linkgroup.co.uk

Online: www.linkgroup.eu

Registering on the Registrar's share portal, Signal Shares, enables you to view your shareholding, including an indicative share price and valuation, check your holding balance and transactions, change your address or bank details and view dividend payments. To register for Signal Shares just visit www.breedonshares.com. All you need is your investor code, which can be found on your share certificate.

Group website and electronic communications

The 2022 Annual Report and other information about the Company are available on its website at www.breedongroup.com/investors. The Company operates a service whereby you can register to receive notice by email of all announcements released by the Company. The Company's share price (15-minute delay) is displayed on the Company's website at www.breedongroup.com/investors.

Shareholder documents are now, following changes in company law and shareholder approval, primarily made available via the Company's website at www.breedongroup.com/investors, unless a shareholder has requested to continue to receive hard copies of such documents. If a shareholder has registered their up-to-date email address, an email will be sent to that address when such documents are available on the website. If shareholders have not provided an up-to-date email address and have not elected to receive documents in hard copy, a letter will be posted to their address that is recorded on the Register of Members notifying them that the documents are available on the website. You can register your email address via the Breedon share portal www.breedonshares.com. To register to use this site, you will need your investor code which can be found on your share certificate.

You can also contact Link Group to change your communication preference by contacting them via the details on this page.

Investors who hold their shares via an intermediary should contact the intermediary regarding the receipt of shareholder documents from the Company.

The Company has a wide range of information that is available on its website at www.breedongroup.com/investors:

- financial information – annual reports and half year results, financial news and events;
- share price information;
- shareholder services information;
- dividend information; and
- press releases – both current and historical.

Multiple accounts

Shareholders who receive more than one copy of communications from the Company may have more than one account in their name on the Company's Register of Members. Any shareholder wishing to amalgamate such holdings should write to the Registrar giving details of the accounts concerned and instructions on how they should be amalgamated.

Dividend information

The Company pays its dividend to shareholders by electronic transfer. You will need to have a dividend mandate registered against your Breedon shareholder account by the record date which enables payment of the dividend straight to your bank account. By paying dividends by direct credit it helps to reduce the Company's impact on the environment and provides greater benefits in terms of efficiency, cost, and safeguards the security of the payment.

Please register your bank details at www.breedonshares.com or contact our Registrar, via the details given above.

Investors who hold their shares via an intermediary should contact the intermediary regarding the receipt of dividend payments from the Company.

Dividend reinvestment plan (UK and Channel Islands only)

Link Group provide a Dividend Reinvestment Plan ('DRIP') which provides shareholders in the UK and Channel Islands with the opportunity to reinvest their dividend payments to purchase additional ordinary shares in the Company. If you choose to join the DRIP, Link Group will use the cash dividend payment to which you are entitled to acquire further ordinary shares in the Company on your behalf as soon as practicable after the dividend payment date.

Terms and Conditions and a brochure may be found at www.breedonshares.com. If you wish to join the DRIP you can do so online at www.breedonshares.com, contact Link Group on 0371 664 0381 (charges apply – see previous page) or email shares@linkgroup.co.uk to request a DRIP application form.

In order to be effective for a particular dividend, any application must reach Link Group by no later than the DRIP election date specified in the financial calendar, detailed on the Company's website set out at www.breedongroup.com/dividends. Applications to join the DRIP received after that date will take effect from the next dividend payment date.

Please note that due to the minimum charge, the service may not be cost effective for all participants, and the value of shares, and any income from them, can fall as well as rise. This is not a recommendation to purchase shares and if you are in any doubt as to what action you should take you should consult an appropriately qualified professional advisor.

Unsolicited mail, investment advice and fraud

The Company is obliged by law to make its share register publicly available and, as a consequence, some shareholders may receive unsolicited mail. In addition, many companies have become aware that their shareholders have received unsolicited phone calls or correspondence, typically from overseas 'brokers', concerning investment matters.

These callers can be very persistent and extremely persuasive and their activities have resulted in considerable losses for some investors. It is not just the novice investor that has been deceived in this way; many victims have been successfully investing for several years.

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. Please keep in mind that firms authorised by The Financial Conduct Authority ('FCA') are unlikely to contact you out of the blue with an offer to buy or sell shares.

If you receive any unsolicited mail or investment advice:

- Make sure you get the correct name of the person and organisation.
- Check the Financial Services Register at www.fca.org.uk.
- Use the details on the Financial Services Register to contact the firm.
- Call the FCA Consumer Helpline on 0800 111 6768 if there are no contact details on the Register or you are told they are out of date.
- Beware of fraudsters claiming to be from an authorised firm, copying its website or giving you false contact details.
- Use the firm's contact details listed on the Register if you want to call them back.

- Search the list of unauthorised firms and individuals to avoid doing business with at www.fca.org.uk/scams.
- Report a share scam by telling the FCA using the share fraud reporting form in the Consumers section of the FCA website.
- If the unsolicited phone calls persist, hang up.
- If you wish to limit the number of unsolicited calls you receive, contact the Telephone Preference Service (TPS) at www.tpsonline.org.uk and follow the link, or from your mobile phone register your mobile number, free of charge, by texting 'TPS' together with your email address to 85095.
- If you wish to limit the amount of unsolicited mail you receive, contact the Mailing Preference Service (MPS) at www.mpsonline.org.uk and follow the link or call MPS on 020 7291 3310.

If you deal with an unauthorised firm, you will not be eligible to receive payment under the Financial Services Compensation Scheme. If you have already paid money to share fraudsters you should contact Action Fraud on 0300 123 2040 or visit www.actionfraud.police.uk.

Share dealing services

You can buy shares through any authorised stockbroker or bank that offers a share dealing service in the UK, or in your country of residence if outside the UK.

Link Group also provides a share dealing service to private shareholders in the UK or Channel Islands. For further information on the share dealing service provided by Link Group, or to buy and sell shares via Link Group, visit www.linksharedeal.com or call 0371 664 0445. Calls are charged at the standard geographic rate and will vary by provider. Lines are open between 8.00am to 4.30pm, Monday to Friday excluding public holidays in England and Wales.

This is not a recommendation to buy and sell shares and this service may not be suitable for all shareholders. The price of shares can go down as well as up and you are not guaranteed to get back the amount you originally invested.

Terms and conditions apply. Link Group is a trading name of Link Market Services Trustees Limited which is authorised and regulated by the FCA. This service is only available to private shareholders resident in the United Kingdom, the Channel Islands or the Isle of Man.

Link Group is a trading name of Link Market Services Limited and Link Market Services Trustees Limited.

Share registration and associated services are provided by Link Market Services Limited (registered in England and Wales, No. 2605568). Regulated services are provided by Link Market Services Trustees Limited (registered in England and Wales No. 2729260), which is authorised and regulated by the FCA.

The registered office of each of these companies is Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL.





Breedon Group plc

(incorporated and registered in Jersey No. 98465)

Registered office

28 Esplanade
St Helier
Jersey
JE2 3QA