

PART 7

NOTICE OF JERSEY COURT MEETING

IN THE ROYAL COURT OF JERSEY
SAMEDI DIVISION

File No. 2023/048

IN THE MATTER OF BREEDON GROUP PLC

and

IN THE MATTER OF THE JERSEY COMPANIES LAW

NOTICE IS HEREBY GIVEN that, by an Order dated 27 March 2023 made in the above matters, the Court has given permission for Breedon Group plc (the “**Company**”) to convene a meeting (the “**Jersey Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme of Arrangement referred to below), for the purpose of considering and, if thought fit, approving (with or without modification) a Scheme of Arrangement pursuant to Article 125 of the Jersey Companies Law (as amended) proposed to be made between Breedon Group plc (in this Notice of Jersey Court Meeting, “**Breedon**”) and the Scheme Shareholders (as defined in the said Scheme of Arrangement) and that such meeting will be held at Pinnacle House, Breedon on the Hill, Derby, DE73 8AP on 26 April 2023, at 2:15 p.m. (or, if later, as soon as the Annual General Meeting has been concluded or been adjourned) at which place and time all holders of the Scheme Shares are requested to attend. A copy of the said Scheme of Arrangement and a copy of the explanatory statement required to be published pursuant to Article 126 of the Jersey Companies Law are incorporated in the document of which this notice forms part.

Unless the context requires otherwise, any capitalised term used but not defined in this notice shall have the meaning given to such term in the document of which this notice forms part.

Voting on the resolution to support or oppose the Scheme will be by way of a poll, which shall be conducted as the Chair of the Jersey Court Meeting may determine.

(a) **Right to appoint a proxy: procedure for appointment**

Scheme Shareholders entitled to attend and vote at the meeting may vote in person at the Jersey Court Meeting or they may appoint another person, whether a member of Breedon or not, as their proxy to attend and vote in their place.

Voting at the Jersey Court Meeting will be by poll which shall be conducted as the Chair of the Jersey Court Meeting may determine. It is important that, for the Jersey Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Scheme Shareholders are strongly urged to submit proxy appointments and instructions for the Jersey Court Meeting as soon as possible, using any of the methods (by post, online, electronically through CREST or via the Proximity platform) set out below. Doing so will not prevent you from attending, speaking and voting in person at the Jersey Court Meeting if you wish and are entitled to do so.

A BLUE Form of Proxy for use at the Jersey Court Meeting has been provided with this notice. Instructions for its use are set out on the form. It is requested that the BLUE Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be returned to Breedon’s Registrars, at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL either: (i) by post or (ii) (during normal business hours only) by hand, to be received not later than 2:15 p.m. on 24 April 2023 or, in the case of an adjournment of the Jersey Court Meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time and date set for the adjourned Jersey Court Meeting. However, if not so lodged, BLUE Forms of Proxy (together with any such authority, if applicable) may be handed to the Chair of the Jersey Court Meeting or to Breedon’s Registrars, on behalf of the Chair of the Jersey Court Meeting, before the start of the Jersey Court Meeting and will be valid.

Scheme Shareholders entitled to attend and vote at the Jersey Court Meeting who hold their shares through CREST may appoint a proxy using the CREST proxy voting service. Proxies

submitted using the CREST Proxy Voting Service must be transmitted so as to be received by Breedon's Registrars (under CREST participant ID RA10) not later than 2:15 p.m. on 24 April 2023 (or, in the case of an adjournment of the Jersey Court Meeting, not less than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time and date set for the adjourned Jersey Court Meeting). For this purpose, the time of receipt will be taken to be the time from which Breedon's Registrars are able to retrieve the message by enquiry to CREST.

As an alternative to completing and returning the printed BLUE Form of Proxy or appointing a proxy through CREST, Scheme Shareholders entitled to attend and vote at the Jersey Court Meeting may appoint a proxy electronically by logging on to the following website: <https://www.breedonshares.com/> or registering if you have not previously done so. To register, Scheme Shareholders will need their Investor Code (IVC) which is printed on the BLUE Form of Proxy, on their share certificate or is available from Breedon's Registrars. For an electronic proxy appointment to be valid, the appointment must be received by Breedon's Registrars no later than 2:15 p.m. on 24 April 2023 (or, in the case of an adjournment of the Jersey Court Meeting, not less than **48 hours** (excluding any part of such 48-hour period falling on a non-working day) before the time and date set for the adjourned Jersey Court Meeting). Full details of the procedure to be followed to appoint a proxy electronically are given on the website.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by Breedon and approved by the Breedon's Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by no later than 2:15 p.m. on 24 April 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 (excluding any part of such 48-hour period falling on a non-working day). 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.

If you have not appointed a proxy online or electronically by the time above, you may hand a BLUE Form of Proxy to the Chair of the Jersey Court Meeting or to Breedon's Registrars, on behalf of the Chair of the Jersey Court Meeting, before the start of the Jersey Court Meeting and it will be valid.

Completion and return of a Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described in the document of which this notice forms part), will not prevent a Scheme Shareholder from attending, speaking and voting in person at the Jersey Court Meeting, or any adjournment thereof, if such Scheme Shareholder wishes and is entitled to do so.

(b) Voting Record Time

Entitlement to attend and vote at the Jersey Court Meeting, or any adjournment thereof, and the number of votes which may be cast at the Jersey Court Meeting will be determined by reference to the register of members of Breedon at 6.30 p.m. on 24 April 2023 (or, if the meeting is adjourned, 6:30 p.m. on the date which is two days before the date fixed for the adjourned Jersey Court Meeting (excluding any non-working day)). Changes to the register of members of Breedon after such time will be disregarded in determining the rights of any person to attend and vote at the Jersey Court Meeting.

(c) Joint Holders

In the case of joint holders of Scheme Shares, any one such joint holder may tender a vote, whether in person or by proxy, at the Jersey Court Meeting, however, 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 the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of Breedon in respect of the joint holding.

(d) **Corporate Representatives**

As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its power as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.

By the said Order, the Court has appointed Amit Bhatia, or failing him, any other director of Breedon to act as Chair of the Jersey Court Meeting and has directed the Chair to report the result thereof to the Court.

The said Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 29 March 2023

Carey Olsen Jersey LLP
Jersey law Solicitors for Breedon
47 Esplanade
St Helier
Jersey
JE1 0BD

1. The statement of rights of Scheme Shareholders (as defined in the Scheme of Arrangement referred to above) in relation to the appointment of proxies described in this Notice of Jersey Court Meeting does not apply to nominated persons. Such rights can only be exercised by Scheme Shareholders.
2. Any person to whom this notice is sent who is a person with information rights (a “**nominated person**”) may, under an agreement between them and the member by whom they were nominated have a right to be appointed (or to have someone else appointed) as a proxy for the Jersey Court Meeting. If a nominated person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
3. This communication has also been sent to certain beneficial owners of shares who have been nominated by their registered holders of shares to receive information. Such persons are advised that, in order to vote at the forthcoming Jersey Court Meeting, they must issue an instruction to the registered holder of their shares. Breedon can only accept instructions from registered holders of its shares and it would therefore be unable to act upon any instructions received from nominated persons.