

This document is important and requires your immediate attention.

When considering what action to take, it is recommended you consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who is authorised under the Financial Services and Markets Act 2000 (or, if you are resident outside the UK, an independent and appropriately qualified financial adviser).

If you have sold or otherwise transferred all of your Howden Joinery Group shares, please pass this document and the accompanying form of proxy to the purchaser or transferee, or to the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Howden Joinery Group Plc

NOTICE OF ANNUAL GENERAL MEETING 2016

TIME: 11:00 AM

DATE: THURSDAY, 5 MAY 2016

LOCATION: UBS INVESTMENT BANK, 1 FINSBURY AVENUE, LONDON, EC2M 2PP

23 March 2016

Dear Shareholder,

The Annual General Meeting (the AGM) of Howden Joinery Group Plc (the Company) will commence at 11 am on Thursday, 5 May 2016 at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP.

Details of the business to be considered at the AGM are set out in the formal Notice of Meeting that follows this letter.

BOARD OF DIRECTORS

In accordance with the Company's articles of association (Articles) and in line with the requirements of the UK Corporate Governance Code (the Code), all of the Directors of the Company (the "Directors" or the "Board") will stand for election (if appointed since the 2015 AGM) or re-election (if elected at the 2015 AGM). As announced on 24 November 2015, I will be retiring from the Board and will not therefore be standing for re-election. Richard Pennycook will be appointed Chairman. I want to wish Richard and the Company every success for the future.

Director biographies may be found on pages 36 to 38 of the 2015 Annual Report. In proposing their re-election, the Board confirms it has considered the formal performance evaluation undertaken in respect of each of the Directors seeking re-election, particularly in relation to the individual contribution and commitment of each Director.

DIRECTORS' REMUNERATION POLICY

This year, we are proposing an amended Directors' Remuneration Policy be adopted. The Companies Act 2006 (the Act) provides that companies must put their Remuneration Policy to a shareholder vote at least every three years, and therefore the current policy is only due to expire in 2017. However, the Board has reviewed the current policy and resolved to submit an updated policy for shareholders' consideration at this year's AGM. The changes proposed are designed to ensure that the policy is more appropriate for new Executive recruitment and also to take account of current market best practice, whilst remaining aligned to both the Company's strategy and the long-term creation of shareholder value.

The Directors' Remuneration Report for the year is set out in full in the Annual Report beginning on page 47.

VOTING ARRANGEMENTS AND RECOMMENDATION

In accordance with best practice for annual general meetings, and as was the case last year, voting at the AGM will be taken by a poll rather than being decided by a show of hands. We believe this will result in a more accurate reflection of the views of our shareholders as this ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes taken into account as well. Whether or not you intend to come to the AGM, please complete the proxy form sent to you with the Notice of Meeting and return it to the Company's Registrars (in accordance with the instructions thereon) no later than 11 am on Tuesday, 3 May 2016. By doing so, you will not be precluded from attending and voting in person at the AGM.

My fellow Directors and I believe that all the proposals to be considered at the 2016 AGM are in the best interests of the Company's shareholders, and the Company, as a whole. We therefore unanimously recommend that you vote in favour of all the proposed resolutions set out on pages 2 to 9 and we look forward to seeing you at the AGM.

Yours sincerely

Will Samuel
Chairman

Howden Joinery Group Plc

Registered Office: 40 Portman Square, London, W1H 6LT. Registered in England and Wales with no. 2128710

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the AGM) of Howden Joinery Group Plc (the Company) will be held at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP on Thursday, 5 May 2016 at 11.am to consider, and if thought fit, to pass the resolutions set out below. Explanatory notes to each resolution are included in this Notice below each resolution. Voting on all resolutions will be by way of a poll.

Resolutions 1–17 inclusive are proposed as Ordinary Resolutions. For each of these to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 18–20 are proposed as Special Resolutions. For each of these resolutions to be passed, a minimum of 75% of the votes cast must be in favour.

ORDINARY RESOLUTIONS

ACCOUNTS AND REPORTS

- 1. To receive the accounts and reports of the directors of the Company (the Directors or the Board) and the report of the independent auditor for the 52 weeks ended 26 December 2015.**

Explanation

The Directors are required to present the reports of the Directors and the accounts of the Company for the 52 weeks ended 26 December 2015 to shareholders at the AGM. This is a standard resolution common to AGMs.

DIRECTORS' REMUNERATION REPORT

- 2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy on pages 49 to 57, set out in the Report and Accounts for the 52 weeks ended 26 December 2015.**

Explanation

The Directors' Remuneration Report, which begins on page 47 of the Annual Report and Accounts, gives details of your Directors' remuneration for the 52 weeks ended 26 December 2015. The Company's auditor, Deloitte LLP, has audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on pages 123 to 126 of the Annual Report and Accounts. The Board considers that appropriate, fair and responsible executive remuneration is central to ensuring management's interests are closely aligned with those of the shareholders. The vote on the Directors' Remuneration Report is an advisory vote and therefore payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed.

DIRECTORS' REMUNERATION POLICY

- 3. To approve the Directors' Remuneration Policy set out on pages 49 to 57 of the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 26 December 2015, such Directors' Remuneration Policy to take effect from the date of its adoption.**

Explanation

Unlike the Directors' Remuneration Report, the vote on the Directors' Remuneration Policy is binding in nature in that the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a Director of the Company unless that payment is consistent with the approved Directors' Remuneration Policy, or has otherwise been approved by a resolution of members. If this resolution is passed, the Directors' Remuneration Policy will take effect from the date of its adoption. If the resolution in respect of the Directors' Remuneration Report is not passed, the policy will be presented to shareholders for approval at the next AGM.

A copy of the Directors' Remuneration Policy is also available on the Company's website at www.howdenjoinerygroupplc.com alongside the current policy or in hard copy on request from the Company Secretary.

FINAL DIVIDEND

- 4. To declare a final dividend of 7.1 pence per ordinary share recommended by the Directors in respect of the 52 weeks ended 26 December 2015, payable on Friday, 17 June 2016 to ordinary shareholders named on the register of members as at 6pm on Friday, 20 May 2016.**

Explanation

A final dividend can only be paid after the shareholders at a general meeting have approved it. If this resolution is approved by shareholders, the final dividend for the 52 weeks ended 26 December 2015 will be paid on Friday, 17 June 2016 to shareholders whose names are on the register of members at 6pm on Friday, 20 May 2016.

DIRECTOR ELECTION AND RE-ELECTION

- 5. To elect Andrew Cripps, who was appointed to the Board since the date of the last AGM, as a Director of the Company.**
- 6. To elect Geoff Drabble, who was appointed to the Board since the date of the last AGM, as a Director of the Company.**
- 7. To re-elect Richard Pennycook as a Director of the Company.**
- 8. To re-elect Matthew Ingle as a Director of the Company.**
- 9. To re-elect Mark Robson as a Director of the Company.**
- 10. To re-elect Michael Wemms as a Director of the Company.**
- 11. To re-elect Tiffany Hall as a Director of the Company.**
- 12. To re-elect Mark Allen as a Director of the Company.**

Explanation

In line with requirements of the Company's Articles of Association (Article 117), Directors appointed by the Board since the last AGM are required to submit themselves for election at the first AGM following their appointment. Therefore, Andrew Cripps and Geoff Drabble have offered themselves for election (Resolutions 5 and 6). In accordance with the UK Corporate Governance Code, each Director elected at the previous AGM should retire and seek re-election at the forthcoming AGM. The Directors seeking re-election may be found in Resolutions 7 to 12 inclusively.

We believe that there is a good balance of skills and experience available to the Company through the current membership of the Board. The performance of individuals and of the Board as a whole is formally considered through the annual board evaluation process, which last took place in November 2015. Having considered the performance of the individuals standing for re-election, the Nominations Committee is satisfied with the contribution of all the current Directors and each Director's performance continues to be effective and demonstrates commitment to the role. It is therefore proposed that each is either elected or re-elected. Biographies for each of the Directors can be found on pages 36 to 38 of the Annual Report.

Notice of Annual General Meeting continued

REAPPOINTMENT AND REMUNERATION OF AUDITORS

13. To reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM at which accounts are laid.

14. To authorise the Directors to determine the auditor's remuneration.

Explanation

The auditor of a company must be reappointed at each general meeting at which accounts are laid. Resolution 13 proposes the reappointment of the Company's existing auditor, Deloitte LLP, until the conclusion of the next AGM of the Company at which accounts are laid.

Resolution 14 gives authority to the Directors to determine the auditor's remuneration.

POLITICAL DONATIONS

15. That the Company and any subsidiaries of the Company at any time during the period for which this resolution relates, be and are hereby authorised for the purposes of Part 14 of the Companies Act 2006 (the Act), during the period commencing on the date of the passing of this resolution and ending on the date of the Company's next annual general meeting, to:

- (a) make political donations to political parties and/or independent election candidates;**
- (b) make political donations to political organisations other than political parties; and**
- (c) incur political expenditure, up to an aggregate amount of £100,000.**

For the purpose of this resolution the terms "political donations", "independent election candidates", "political organisations" and "political expenditure" have the meanings as set out in sections 363 to 365 of the Act.

Explanation

The Companies Act 2006 (the Act) prohibits the Company and its subsidiaries from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Neither the Company nor any of its subsidiaries has any intention of making any political donation or incurring any political expenditure. However, the relevant provisions of the Act define "political party", "political organisation", "political donation" and "political expenditure" in a broad manner. For example, donations to certain charitable organisations could, technically, constitute "political donations" or "political expenditure". This resolution enables the Company and its subsidiaries to incur expenditure of up to £100,000 in aggregate in respect of the various heads identified in the relevant provisions without inadvertently committing a breach of the Act through the undertaking of routine activities such as making charitable donations or providing sponsorship. The authority sought will, if granted, last until the conclusion of the next AGM of the Company.

LONG TERM INCENTIVE PLAN AMENDMENTS

16. That the amendments to the existing Howden Joinery Group plc Long Term Incentive Plan (“LTIP”), including the addition of a French schedule which is based on the terms of the LTIP save where modified in order to fall within the scope of the “Loi Macron” and benefit from that new regime including various tax advantages and/or to take account of local laws in France (the “French Schedule”), a copy of the draft amended rules of which has been produced to the meeting and a summary of the changes to which is contained in the Explanation below, be and are hereby approved and adopted by the Company, and the Directors be and are hereby authorised to do all such acts and things necessary.

Explanation

The Howden Joinery Group plc Long Term Incentive Plan (“LTIP”) has been in operation since 2009. In order to align the LTIP with the proposed Directors’ Remuneration Policy, which is being put to a binding shareholder vote pursuant to Resolution 3 and which is set out at pages 49 to 57 of the Company’s Annual Report and Accounts, the Company intends to increase the maximum annual individual limit applying to awards under the LTIP other than market value options to 270% of basic salary. Under the current terms of the LTIP, the Company can grant awards over market value options at up to 400% of basic salary per year.

At the same time, the rules of the LTIP will be amended so that participants may be required to hold their shares for up to a further two years after vesting, thus providing for a five year period in total from grant until shares are freely disposable, except where sold to cover taxes and social security contributions in relation to the award. It is currently intended that this requirement will be applied to awards made to Executive Directors, in line with the proposed Directors’ Remuneration Policy, although the requirement may be applied to other categories of employees as well.

The Company is also proposing that a new schedule to the LTIP be established, providing for tax-advantaged awards to be granted under the LTIP to eligible employees in France. These awards will be granted on similar terms to the awards that are made under the main LTIP, save that:-

- the schedule has been drafted in order to fall within the “Loi Macron” and benefit from that new regime, including various tax-advantages for French participants and/or the Company’s group; and
- any further necessary amendments or modifications have been made to take account of local laws.

In order to benefit from the new tax-advantaged regime in France, awards must have a minimum two year period before which shares cannot be disposed of. Further, awards cannot vest before the expiry of at least one year.

Resolution 16 seeks the approval of shareholders to all of the above changes.

Notice of Annual General Meeting continued

AUTHORITY TO ALLOT SHARES

17. (a) That the Board be and is hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company:
- (i) up to an aggregate nominal amount of £21,242,627; and
 - (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £42,485,254 (including within such limit any shares issued or rights granted under (i) above) in connection with an offer by way of a rights issue
- to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's annual general meeting or, if earlier, until the close of business on 4 August 2017 but, in each case, so that the Company may make offers and enter into arrangements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends and the Board may allot shares and grant rights under any such offer or agreement as if the authority had not ended;
- (b) That, subject to paragraph (c), all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution; and
 - (c) That paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Explanation

This resolution seeks authority for the Directors to allot up to a maximum nominal amount of £21,242,627 (being one-third of the issued share capital of the Company as at 18 March 2016 in accordance with IA guidance) and also gives the Board authority to allot ordinary shares up to a maximum amount of £42,485,254 by way of a rights issue (being two-thirds of the Company's total ordinary share capital in issue as at 18 March 2016 in accordance with IA guidance). This authority will expire at the conclusion of the annual general meeting of the Company next year. The Board has no present intention to exercise this authority, however, it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to renew this authority annually. As at 18 March 2016, the Company holds 14,152,000 treasury shares. This amount represents 2.17% of the Company's issued ordinary share capital (calculated exclusively of treasury shares) as at that date.

SPECIAL RESOLUTIONS

DISAPPLICATION OF PRE-EMPTION RIGHTS

18. That, subject to the passing of Resolution 17, and in place of all existing powers, the Board be and is hereby generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, under the authority given by Resolution 17, as if section 561 of the Act did not apply to the allotment.

This power:

- (a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 17(a)(ii), by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;**
- (b) in the case of the authority granted under Resolution 17(a)(i), shall be limited to the allotment (otherwise than under a. above) of equity securities up to an aggregate nominal amount of £3,186,394;**
- (c) shall apply until the end of next year's annual general meeting or, if earlier, until the close of business on 4 August 2017 but during this period the Company may make offers and enter into arrangements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended; and**
- (d) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "under the authority given by Resolution 17" were omitted.**

Explanation

This resolution, which will be proposed as a special resolution, seeks to renew the authority conferred on the Directors under the existing articles of association of the Company (the Articles) to issue equity securities of the Company for cash without application of the pre-emption rights pursuant to section 561(1) of the Act. This authority will allow the Directors flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. Other than in connection with a rights issue, open offer or other similar issue, the authority contained in this resolution will be limited to an aggregate nominal value of £3,186,394 which, in accordance with the Pre-Emption Group's Statement of Principles, represents 5% of the issued ordinary share capital of the Company as at 18 March 2016. In accordance with the Pre-Emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5% of the issued share capital will be issued for cash on a non pre-emptive basis during any rolling three-year period. This resolution also seeks a disapplication of pre-emption rights on a rights issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems in connection with such an issue. This authority will expire at the conclusion of the annual general meeting of the Company next year.

Notice of Annual General Meeting continued

AUTHORITY TO PURCHASE OWN SHARES

19. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company (“ordinary shares”) provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 63,727,882;**
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p;**
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - (i) an amount equal to 105% of the average 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 contracted to be purchased; 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 London Stock Exchange Trading System;****
- (d) this authority expires at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 4 August 2017; and**
- (e) the Company may make a purchase of ordinary shares after the expiry of this authority if the contract for such purchase was entered into before such expiry.**

Explanation

This resolution, which will be proposed as a special resolution, renews the authority granted at last year’s annual general meeting which expires on the date of the forthcoming AGM. The resolution gives the Company the authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 63,727,882 (representing 10% of the issued share capital of the Company at 18 March 2016) and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM in 2017.

As reported in the 2014 Preliminary Results, the Company announced that it would undertake an on-market share buyback and repurchase £70m of own shares in the period to the end of December 2016. At the end of December 2015, the Company had returned £45m to shareholders by purchasing 9,152,000 shares. The remaining £25m will be returned through the share buyback programme during the course of 2016.

As reported in the 2015 Preliminary Results, in addition to the remaining £25m to be returned during 2016, the Company announced that a further £55m would be returned to shareholders via the share buyback programme in the period to the end of December 2017.

Shares that are bought in the market by the Company’s brokers will either be held in treasury, to use for future obligations for company share schemes, or cancelled. Any shares held as treasury shares as a result of the repurchase programme will not receive any dividends and will have no voting rights. The authority to purchase the Company’s ordinary shares will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the best interests of the shareholders as a whole.

As at 18 March 2016, options over 9,447,164 ordinary shares representing 1.48% of the current issued share capital were outstanding under all employee share schemes adopted by the Company. If the authority to purchase the Company’s ordinary shares were to be exercised in full, these options would represent 1.65% of the Company’s issued share capital. As at 18 March 2016 the Company held 14,152,000 treasury shares.

NOTICE OF GENERAL MEETINGS

20. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Explanation

This resolution is required to reflect the implementation of the Shareholder Rights Directive in August 2009. The regulation implementing this Directive increased the notice period for general meetings of the Company to 21 days. Under the Articles, the Company can call general meetings (other than an annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must have approved the calling of meetings on 14 clear days' notice; Resolution 20 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice.

By order of the Board

Forbes McNaughton

Company Secretary

23 March 2016

PROCEDURAL NOTES

1. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the register of members of the Company as at 6 pm on Tuesday, 3 May 2016 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Entitlement to appoint proxies

A registered member of the Company may appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at a meeting of the Company provided that if more than one proxy is appointed each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.

The proxy form sent to you with this Notice of Meeting invites members to vote in one of three ways: "for", "against" and "vote withheld". Please note that a "vote withheld" has no legal effect and will count neither for nor against a resolution.

In order to be valid, an appointment of proxy must be returned by one of the following methods:

- Sending the completed and signed form of proxy sent to you with this Notice of Meeting by post or by hand (during normal business hours) so as to be received by the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 11 am on Tuesday, 3 May 2016;
- Electronically through www.eproxyappointment.com or by accessing the mobile site via the following Quick Response code:



Members will be required to enter their Shareholder Reference Number (SRN) and PIN (both printed on a member's form of proxy) and to agree to certain terms and conditions. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's Registrars not later than 11 am on Tuesday, 3 May 2016; or

- In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the Company's Registrars, Computershare Investor Services PLC, (under CREST participant ID "3RA50") not later than 11 am on 3 May 2016. 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 Registrars are able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual.

We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Returning a form of proxy will not prevent a member from attending the meeting and voting in person.

Any power of attorney or other authority (if any) under which the form of proxy is executed (or a duly certified or authorised copy of such power of authority) must be included with the form of proxy.

3. Nominated Persons

Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him and the member by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies in paragraph 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company. If more than one valid proxy appointment is submitted, the form of proxy which is last validly delivered before the latest time for receipt of proxies will take precedence.

4. Voting rights

As at 18 March 2016 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 651,430,815 ordinary shares, carrying one vote each. The Company holds 14,152,000 shares in treasury and therefore the total number of voting rights in the Company as at 18 March 2016 are 637,278,815.

5. Right to ask questions

A shareholder attending the meeting has the right to ask questions relating to the business being dealt with at the meeting in accordance with section 319A of the Act. In certain circumstances prescribed by section 319A of the Act, the Company need not answer a question.

6. Shareholder requests

Members may require the Company to publish on a website a statement setting out any matter relating to:

- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting that the members propose to raise at the AGM, pursuant to requests under section 527 of the Act. The Company is required to publish such information if it receives requests to that effect from members representing not less than 5 per cent of the total voting rights of all members who have a right to vote on the matter or not less than 100 members with the right to vote on the matter and who hold shares on which an average sum per member of not less than £100 has been paid up. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

7. Communicating with the Company in relation to the AGM

Except as provided above, members who wish to communicate with the Company in relation to the AGM should do so using the following means: (a) by writing to the Company Secretary at the registered office address; or (b) by writing to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of Meeting or in any related documents (including the Chairman's Statement, the Annual Report 2014 and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

8. Inspection of documents

Copies of the LTIP Rules, including the new French Schedule, and the Directors' service contracts and/or letters of appointment by the Company and will be available for inspection at the Company's registered office at 40 Portman Square, London, W1H 6LT during usual business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this Notice of Meeting until the conclusion of the AGM. They will also be available at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP on 5 May 2016 for at least fifteen minutes prior to and until the conclusion of the AGM.

9. Website

A copy of this Notice of Meeting and the other information required by section 311A of the Act can be found on the Company's website, www.howdenjoinerygroupplc.com.

10. Data protection statement

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

11. Corporate representatives

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.



Howden Joinery Group Plc

Registered Office
40 Portman Square,
London, W1H 6LT

Registered in England and Wales with no. 2128710