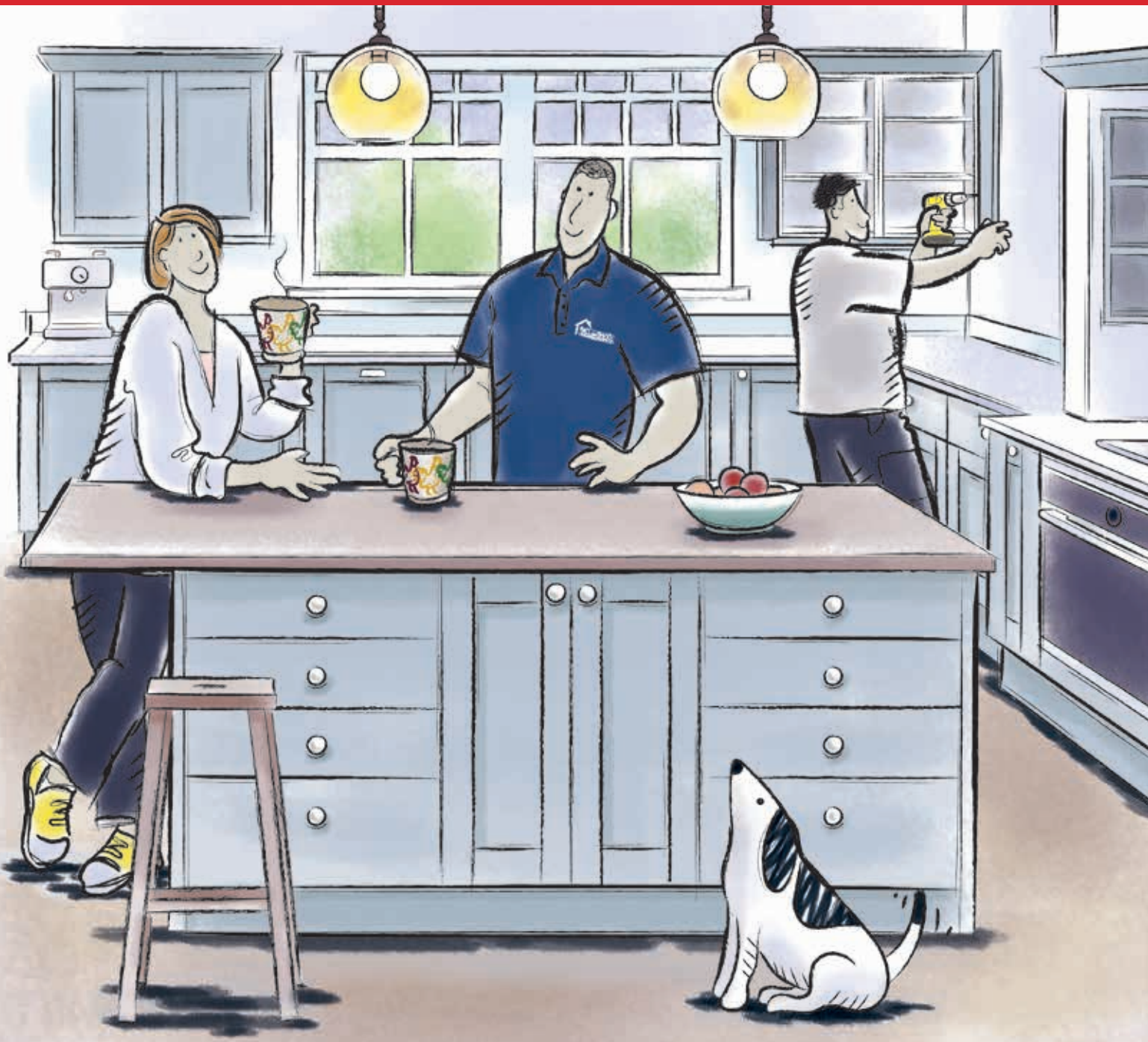


**Annual General Meeting 2022**

11am on Thursday, 12 May 2022



# HOWDENS



**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 advisor 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 advisor).

If you have sold or otherwise transferred all of your Howden Joinery Group Plc 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.

# Information

## LOCATION

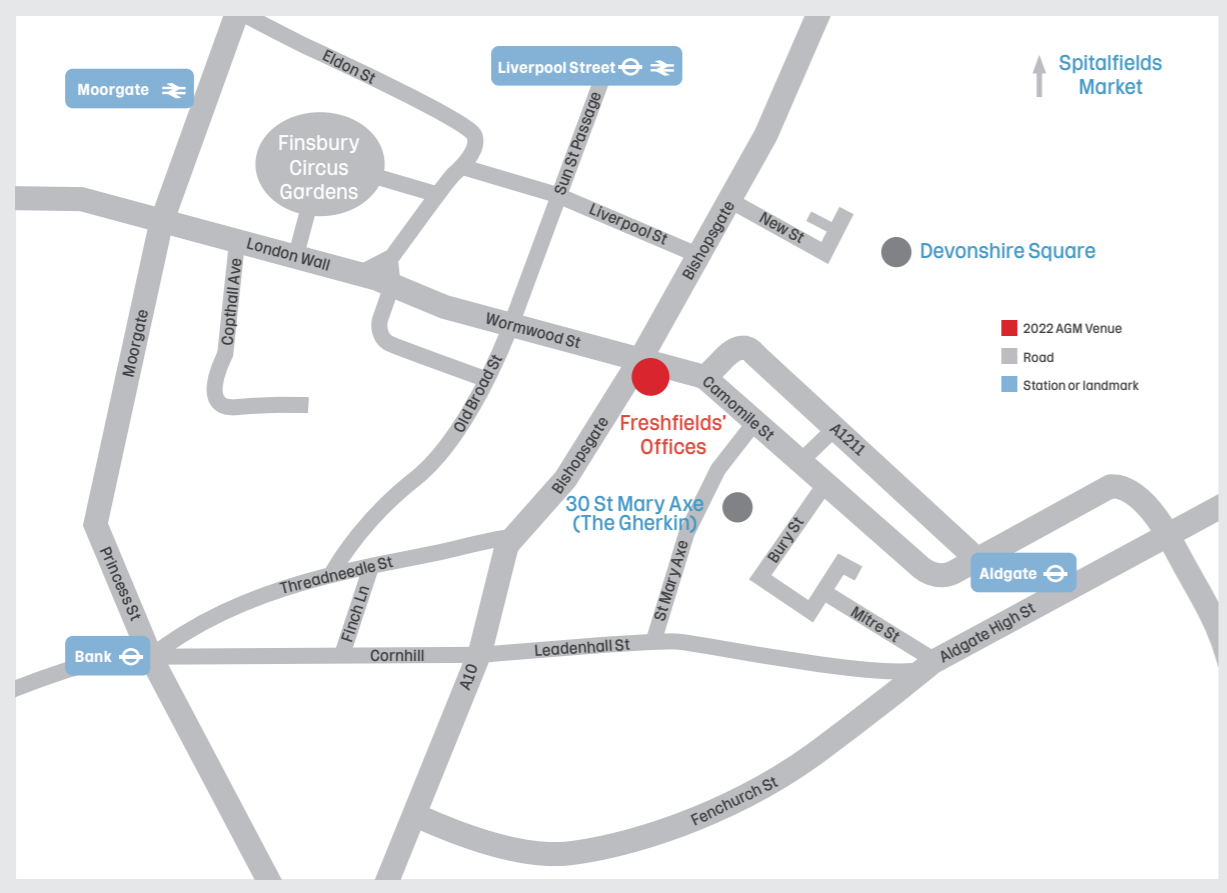
Freshfields Bruckhaus Deringer LLP  
100 Bishopsgate  
London  
EC2P 2SR

## DATE AND TIME

11.00am  
Thursday, 12 May 2022

## DIRECTIONS

Liverpool Street Station is within a short walk of the venue and runs both national rail and underground services. Aldgate and Bank underground stations are also within a short walk of the venue.



# Chairman's letter

16 March 2022

Dear Shareholder,

The Annual General Meeting (the 'AGM') of Howden Joinery Group Plc (the 'Company') will commence at **11.00am** on **Thursday, 12 May 2022** at **Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR**. Details of the business to be considered at the AGM are set out in the formal Notice of Meeting that follows this letter.

## Voting Recommendation and Arrangements

The Board believes that all the proposals to be considered at the 2022 AGM are in the best interests of you, the Company's shareholders, and the Company itself. We therefore unanimously recommend that you vote in favour of all the resolutions proposed on pages 3 to 8 of the formal Notice of Meeting.

Voting at the AGM will be taken by a poll rather than a show of hands. A poll ensures that the votes of shareholders who are unable to attend the AGM, but who have appointed a proxy (or proxies), are taken into account in the final voting results. We believe this method gives a more accurate reflection of the views of all of our shareholders. We strongly recommend that you complete the proxy form sent to you with the Notice of Meeting to ensure your vote is counted. Please return the completed proxy form to the Company's Registrars (details and instructions are given on the form itself). Proxy forms must be received by the Registrar by **11.00am** on **Tuesday, 10 May 2022** to be counted in the voting. Please be reassured that you may still attend and vote in person at the AGM even if you have submitted a proxy form.

We are keeping under consideration whether any special measures should be put in place for the AGM in response to the ongoing COVID-19 situation. If applicable, we will put details on our website ([www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com)) prior to the AGM and recommend you check for updates regularly. If you choose not to attend the meeting, we encourage you to appoint the Chairman of the meeting as your proxy. If you decide to attend the AGM after having appointed a proxy (or proxies), you may still vote at the meeting itself.

If you would like to submit a question to the Board in advance of the meeting, please write to the Company Secretarial team at Howden Joinery Group Plc, 40 Portman Square, London, W1H 6LT or [cosec@howdens.com](mailto:cosec@howdens.com). You can also submit any questions through our website ([www.howdenjoinerygroupplc.com/investors/share-price/annual-general-meeting](http://www.howdenjoinerygroupplc.com/investors/share-price/annual-general-meeting)). The responses to any questions received regarding the business of the meeting will be published on the AGM section of our website shortly after receipt of the question.

## Directors' Remuneration Policy

We are proposing that an updated Directors' Remuneration Policy be adopted at this year's AGM. The Companies Act 2006 (the 'Act') provides that companies must put their Directors' Remuneration Policy to a shareholder vote at least every three years, and therefore the current policy, which was approved at the 2019 AGM, is due to expire this year. Our updated policy remains broadly unchanged and is structured to be aligned to our strategy and to rewarding performance throughout the business, which remains a central part of the Company's ethos. We have made some minor revisions to ensure the policy remains in line with best practice and affords the flexibility required to adapt arrangements as the Company continues to grow. We invited our principal shareholders to comment on the draft policy and we have taken their feedback into account in the updated policy. The full updated policy is set out on pages 111 to 118 of the 2021 Annual Report and Accounts.

## Board of Directors

All of the directors of the Company (the 'Directors' or the 'Board') as at the date of the AGM will stand for re-election, having been elected at the 2021 AGM. If you would like more information about the Directors, biographies of each are available at [www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com) and on pages 76 and 77 of the 2021 Annual Report. In proposing re-election, my fellow Board members and I confirm that we have considered the formal performance evaluation undertaken in respect of each of the Directors seeking re-election, particularly in relation to individual contribution and commitment.

We announced in February that I will retire from the Board in September 2022, consequently this AGM will be my last as Chairman. This aligns with the Board's succession plan and good governance practice, including the UK Corporate Governance Code requirement for chairs to step down from boards after nine years of service. It has been a privilege to serve this very fine Company, which represents everything that British business should be.

Yours sincerely

**Richard Pennycook**  
Chairman

# 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 **Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR on Thursday, 12 May 2022 at 11.00am** 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 to 16 are proposed as Ordinary Resolutions. Resolutions 17 to 19 are proposed as Special Resolutions.

## Ordinary Resolutions

**For each of these resolutions to be passed, more than 50% of the votes cast must be in favour**

### Accounts and Reports

- 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 25 December 2021.**

#### Explanation

The Directors are required to present the reports of the Directors and the accounts of the Company for the 52 weeks ended 25 December 2021 to shareholders at the AGM. This is a standard resolution common to annual general meetings.

### Directors' Remuneration Report

- To approve the Directors' Remuneration Report as set out in the Report and Accounts for the 52 weeks ended 25 December 2021 (excluding the Directors' Remuneration Policy, set out on pages 111 to 118).**

#### Explanation

The Directors' Remuneration Report, which begins on page 106 of the 2021 Annual Report and Accounts (the 'Annual Report'), gives details of your Directors' remuneration for the 52 weeks ended 25 December 2021. The Company's auditor for the period, Deloitte LLP, has audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on pages 186 to 194 of the Annual Report. 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 any individual's entitlement to remuneration is not conditional on the resolution being passed.

### Directors' Remuneration Policy

- To approve the Directors' Remuneration Policy, as set out on pages 111 to 118 of the Report and Accounts for the 52 weeks ended 25 December 2021, which takes effect immediately after the end of the AGM.**

#### 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 available on the Company's website at [www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com) alongside the current policy or in hard copy on request from the Company Secretary.



## Final Dividend

- To declare a final dividend of 15.2 pence per ordinary share recommended by the Directors in respect of the 52 weeks ended 25 December 2021, payable on Friday, 20 May 2022 to ordinary shareholders named on the register of members as at 6.30pm on Friday, 8 April 2022.**

#### Explanation

A final dividend may only be paid after the shareholders have approved it at a general meeting. Subject to this resolution being approved by shareholders, the final dividend of 15.2 pence per ordinary share for the 52 weeks ended 25 December 2021 will be paid on Friday, 20 May 2022 to shareholders whose names are on the register of members at 6.30pm on Friday, 8 April 2022.

An interim dividend of 4.3 pence per ordinary share was paid on 19 November 2021. Therefore, if this resolution is passed, the total full-year dividend for the 52 weeks ended 25 December 2021 will be 19.5 pence per ordinary share.

## Director Re-Election

- To re-elect Karen Caddick as a Director of the Company.**
- To re-elect Andrew Cripps as a Director of the Company.**
- To re-elect Geoff Drabble as a Director of the Company.**
- To re-elect Louise Fowler as a Director of the Company.**
- To re-elect Paul Hayes as a Director of the Company.**
- To re-elect Andrew Livingston as a Director of the Company.**
- To re-elect Richard Pennycook as a Director of the Company.**
- To re-elect Debbie White as a Director of the Company.**

#### Explanation

In accordance with the 2018 UK Corporate Governance Code, each Director elected at the previous AGM will retire and seek re-election at the forthcoming AGM. The Directors seeking re-election may be found in Resolutions 5 to 12 inclusively.

We believe that there is a good balance of skills and experience available to the Company through the current members of the Board. The performance of individuals and of the Board both individually and as a whole was formally considered through the board evaluation process in December 2021. Having considered the performance of the individuals standing for election, the Nominations Committee is satisfied with the contribution of all the current Directors, that each Director's performance continues to be effective and that each Director demonstrates commitment to their role. It is therefore proposed that each is re-elected. Biographies for each of the Directors are available at [www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com). Details of Directors' current significant appointments and an explanation of the importance of each Director's contribution to the Company's long-term sustainable success may be found on pages 76 and 77 of the 2021 Annual Report.

In February 2022, the Company announced that Richard Pennycook will retire from the Board in September 2022 following nine years of service to the Company, in line with the Company's Board succession plan and good governance practice.

## Appointment and Remuneration of Auditors

- To appoint KPMG LLP ('KPMG') 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.**
- To authorise the Directors to determine the auditor's remuneration.**

#### Explanation

Resolution 13 proposes the appointment of KPMG as the Company's auditor until the conclusion of the next AGM of the Company at which accounts are laid.

Following an extensive selection process over the course of 2020 and 2021, the Audit Committee of the Board concluded that KPMG were the preferred candidate to be presented to shareholders at the AGM for formal appointment. Further detail of the selection process undertaken may be found on page 138 of the 2021 Annual Report. The resignation statement of the outgoing auditor, Deloitte LLP ('Deloitte'), will be made available on our website [www.howdenjoinerygroupplc.com](http://www.howdenjoinerygroupplc.com).

Resolution 14 gives authority to the Directors to determine the auditor's remuneration. In the 52 weeks ended 25 December 2021, the fees paid to Deloitte by the Company totalled £0.8m, of which £0.1m accounted for non-audit fees.

# Notice of Annual General Meeting continued

## 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 AGM, 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.

## Authority to Allot Shares

16. (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 £19,733,542; and
  - ii. comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £39,467,085 (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 12 August 2023 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 £19,733,542 (being one-third of the issued share capital of the Company as at 7 March 2022 in accordance with Investment Association guidance) and also gives the Board authority to allot ordinary shares up to a maximum amount of £39,467,085 by way of a rights issue (being two-thirds of the issued share capital of the Company as at 7 March 2022, also in accordance with Investment Association guidance).

The Board has no present intention to exercise this authority, other than in connection with the Company's various share-based plans for employees; however, it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to renew this authority annually. The authority sought under this resolution will expire at the conclusion of the annual general meeting in 2023 or on 12 August 2023, whichever is the earlier (unless previously renewed, varied or revoked by the Company in a general meeting).

As at 7 March 2022 (the latest practicable date prior to publication of this Notice), the Company held 5,567,555 ordinary shares in treasury, which represents 0.94% of the Company's issued ordinary share capital (calculated exclusive of treasury shares).

## Special Resolutions

For each of these resolutions to be passed, a minimum of 75% of the votes cast must be in favour

### Disapplication of Pre-emption Rights

17. That, subject to the passing of Resolution 16, 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 16 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 16(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 16(a)(i), shall be limited to the allotment (otherwise than under (a) above) of equity securities up to an aggregate nominal amount of £2,960,031;
- (c) shall apply until the end of next year's annual general meeting or, if earlier, until the close of business on 12 August 2023 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 16" were omitted.

### Explanation

This resolution seeks to renew the authority of Directors to issue the Company's equity securities for cash without application of the pre-emption rights. The power granted by this resolution will expire on the conclusion of next year's AGM or, if earlier, on 12 August 2023.



## Notice of Annual General Meeting continued

The passing of this authority will give the Directors flexibility to finance business opportunities by issuing shares without making a pre-emptive offer to existing shareholders first. 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 £2,960,031 which represents 5% of the Company's issued ordinary share capital (as at 7 March 2022) in accordance with the Pre-Emption Group's Statement of Principles.

The Board confirms that in any rolling three-year period they have no intention of issuing more than 7.5% of the issued share capital for cash on a non pre-emptive basis. This resolution also seeks a disapplication of pre-emption rights on a rights issue so as to allow the Directors to make exclusions or other appropriate arrangements to resolve legal or practical problems in connection with such an issue.

### Authority to Purchase Own Shares

18. 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 59,200,627;
- (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 on the trading venue where the purchase is carried out;
- (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 12 August 2023; 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 renews the authority granted at last year's AGM and affords 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 59,200,627 (representing 10% of the issued share capital of the Company at 7 March 2022) and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM in 2023.



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 employee 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 7 March 2022, options over 3,691,763 ordinary shares representing 0.62% 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 0.69% of the Company's issued share capital. As at 7 March 2022, the Company held 5,567,555 treasury shares.

During 2021, the Company returned £50 million to shareholders by repurchasing nearly 5.3 million shares, which were cancelled.

### Notice of General Meetings

19 That a general meeting other than an annual general meeting may be called on no 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 19 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

16 March 2022



# 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 **6.30pm on Tuesday, 10 May 2022** 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 or her 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, **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA** no later than **11.00am on Tuesday, 10 May 2022**;
- Electronically through [www.sharevote.co.uk](http://www.sharevote.co.uk) or by accessing the mobile site via the following Quick Response code:



- Members will be required to enter their Voting ID, Task ID and Shareholder Reference Number (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 no later than **11.00am on Tuesday, 10 May 2022**; or
- In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the following procedures.

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, Equiniti, (under CREST participant ID "RA19") no later than **11.00am on Tuesday, 10 May 2022**. 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.

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](http://www.proxymity.io). Your proxy must be lodged by **11.00am on Tuesday, 10 May 2022** in order to be considered valid. 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.

## 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 AGM. 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 of section 2 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 7 March 2022 (being the last practicable date prior to the publication of this Notice), the Company's issued share capital consists of 597,573,827 ordinary shares. The Company holds 5,567,555 shares in treasury and therefore the total number of voting rights in the Company as at 7 March 2022 are 592,006,272.

## 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 no less than 5 per cent of the total voting rights of all members who have a right to vote on the matter or no less than 100 members with the right to vote on the matter and who hold shares on which an average sum per member of no 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 no 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.

Members have the right, under Section 338 of the Companies Act, to require the Company to give members entitled to receive notice of the AGM, notice of a resolution which the members wish to be moved at the Company's AGM. Additionally, members have the right under Section 338A of the Companies Act to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM.

A resolution may properly be moved at the AGM unless:

- (In the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise),
- it is defamatory of any person; or
- it is frivolous or vexatious.

The Company is required to give such notice of a resolution or include such matter once it has received requests from members representing at least 5% of the total voting rights of all the members who have a right to vote at the AGM or from at least 100 members with the same right to vote who hold shares in the Company on which there has been paid up an average sum per member of at least £100.

Such a request may be in hard copy form or electronic form and must be received by the Company not later than six clear weeks before the AGM or, if later, the time at which notice is given of the AGM. In the case of a request relating to Section 338A of the Companies Act, the request must be accompanied by a statement setting out the grounds for the request.

## 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:

- by writing to the Company Secretary at the registered office address or at [cosec@howdens.com](mailto:cosec@howdens.com), or by submitting a question through the Company website ([www.howdenjoinerygroupplc.com/investors/share-price/annual-general-meeting](http://www.howdenjoinerygroupplc.com/investors/share-price/annual-general-meeting)); or
- by writing to the Company's Registrar, **Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA**.

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 2021 Annual Report and Accounts, and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

## 8. Inspection of documents

Copies of the Directors' service contracts and/or letters of appointment by the Company 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 the place of the AGM (**Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR**) on 12 May 2022 for at least fifteen minutes prior to and until the conclusion of the AGM.

### 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](http://www.howdenjoinerygroupplc.com).

### 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.



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