

# Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT and requires your immediate attention. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Henry Boot PLC, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Board of Henry Boot PLC considers all of the proposed resolutions to be in the best interests of shareholders as a whole and accordingly recommends that shareholders vote in favour of all the resolutions proposed.

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Henry Boot PLC (Company) will be held at Banner Cross Hall, Ecclesall Road, South, Sheffield, S11 9PD on Tuesday 30 June 2020 at 12.30pm for the following purposes:

To consider and if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions of the Company.

### Resolution 1

To receive the Directors' Report, Auditors' Report, Strategic Report and the Financial Statements for the year ended 31 December 2019.

### Resolution 2

To declare a final dividend of 1.3p per ordinary share.

### Resolution 3

To approve the Directors' Remuneration Report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2019.

### Resolution 4

To reappoint Timothy Roberts as a Director of the Company.

### Resolution 5

To reappoint Jamie Boot as a Director of the Company.

### Resolution 6

To reappoint Darren Littlewood as a Director of the Company.

### Resolution 7

To reappoint Joanne Lake as a Director of the Company.

### Resolution 8

To reappoint James Sykes as a Director of the Company.

### Resolution 9

To reappoint Peter Mawson as a Director of the Company.

### Resolution 10

To reappoint Gerald Jennings as a Director of the Company.

### Resolution 11

To appoint Ernst & Young as auditors of the Company.

### Resolution 12

To authorise the Audit & Risk Committee to fix the auditors' remuneration.

### **Resolution 13**

THAT the rules of the Henry Boot PLC 2020 Company Share Option Plan (CSOP), the principal terms of which are summarised in the Appendix to this Notice of AGM and a copy of which having been produced to the meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved, the CSOP be and is hereby adopted and the Directors of the Company be and are hereby authorised to do all acts and things which they may consider necessary or expedient to give effect to the CSOP.

### **Resolution 14**

THAT the rules of the Henry Boot PLC 2020 Sharesave Plan (Sharesave), the principal terms of which are summarised in the Appendix to this Notice of AGM and a copy of which having been produced to the meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved, the Sharesave be and is hereby adopted and the Directors of the Company be and are hereby authorised to do all acts and things which they may consider necessary or expedient to give effect to the Sharesave.

### **Resolution 15**

THAT pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,439,086, provided that (unless previously revoked, varied or renewed) this authority shall expire on 29 September 2021 or at the conclusion of the next AGM of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. This authority is in substitution for all existing authorities under Section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

To consider and if thought fit, pass the following resolutions, which will be proposed as special resolutions of the Company.

### **Resolution 16**

THAT subject to the passing of Resolution 15 and pursuant to Section 570 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 15 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a. in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
  - i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
  - ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. otherwise than pursuant to paragraph a. of this resolution, up to an aggregate nominal amount of £665,863, and (unless previously revoked, varied or renewed) this power shall expire on 29 September 2021 or at the conclusion of the next AGM of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired. This power is in substitution for all existing powers under Section 570 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

# Notice of Annual General Meeting

## Resolution 17

THAT pursuant to Section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 10p each in the capital of the Company (ordinary shares) provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 13,317,260;
- b. the minimum price (excluding expenses) which may be paid for an ordinary share is 10p;
- c. the maximum price (excluding expenses) which may be paid for an ordinary share is not more than the higher of:
  - i. an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; 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 on the trading venue where the purchase is carried out;
- d. the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 29 September 2021; and
- e. the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed or executed wholly or partly after the expiry of such authority.

By order of the Board

AMY STANBRIDGE  
Company Secretary  
20 May 2020

HENRY BOOT PLC  
Registered Office:  
Banner Cross Hall  
Ecclesall Road South  
Sheffield  
United Kingdom  
S11 9PD

Registered in England and Wales No. 160996

## Notes

1. The holders of preference shares in the Company are not entitled to attend and vote at the AGM.
2. The right to vote at the meeting is determined by reference to the register of members. Only those ordinary shareholders registered in the register of members of the Company as at the close of business on 26 June 2020 (or, if the meeting is adjourned, at the close of business on the date which is two working days before the date of the adjourned meeting) 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 entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting. However, in light of the COVID-19 pandemic situation, ordinary shareholders and their proxies will not be allowed to attend the meeting in person.
3. An ordinary shareholder is ordinarily entitled to appoint any other person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. However, in light of the COVID-19 pandemic, ordinary shareholders are urged to appoint the Chairman of the meeting as his or her proxy as ordinary shareholders and their proxies will not be allowed to attend the meeting in person.
4. A proxy may only be appointed in accordance with the procedures set out in notes 5 to 7 below and the notes to the form of proxy.
5. A form of proxy is enclosed with the notice issued to holders of ordinary shares. To be valid, a form of proxy must be received by post at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 12.30pm on 26 June 2020 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
6. As an alternative to completing the hard copy form of proxy, an ordinary shareholder may appoint the Chairman as his or her proxy electronically using the online service at [www.eproxyappointment.com](http://www.eproxyappointment.com). For an electronic proxy appointment to be valid, the appointment must be received by Computershare Investor Services PLC no later than 12.30pm on 26 June 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
7. CREST members who wish to appoint the Chairman as his or her proxy for the AGM (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which is available at [www.euroclear.com](http://www.euroclear.com). 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. 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 authenticated in accordance with Euroclear UK & Ireland Limited'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 is 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 Computershare Investor Services PLC (ID: 3RA50) no later than 12.30pm on 26 June 2020 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). 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 Computershare Investor Services PLC 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

# Notice of Annual General Meeting

8. An ordinary shareholder which is a corporation may ordinarily authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares. However, in light of the COVID-19 pandemic, such representatives will not be allowed to attend the meeting in person and therefore corporations are urged to complete and return their form of proxies appointing the Chairman as their proxy.
9. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under Section 146 of the Companies Act 2006 (Nominated Person):
- the Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting; or
  - if the Nominated Person has no such right or does not wish to exercise such right, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of ordinary shareholders in relation to the appointment of proxies in notes 4 to 7 above does not apply to a Nominated Person. The rights described in such notes can only be exercised by ordinary shareholders of the Company.

10. A shareholder or shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company (see note 15 below), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either the audit of the Company's Financial Statements (including the Auditors' Report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with auditors of the Company ceasing to hold office since the last AGM of the Company in accordance with Section 527 of the Companies Act 2006.

Any such request must:

- identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement that is being supported;
- comply with the requirements set out in note 11 below; and
- be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
- the statement may be dealt with as part of the business of the meeting.

11. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 10:

- may be made either:
  - in hard copy, by sending it to the Company Secretary, Henry Boot PLC, Banner Cross Hall, Ecclesall Road South, Sheffield S11 9PD; or
  - in electronic form, by sending it by email to cosec-ir@henryboot.co.uk. Please state 'Henry Boot PLC: AGM' in the subject line of the email;
- must state the full name(s) and address(es) of the shareholder(s); and
- where the request is made in hard copy form, it must be signed by the shareholder(s).

12. Shareholders ordinarily have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with Section 319A of the Companies Act 2006. The Company must answer any such question unless:
- to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

In light of the COVID-19 pandemic, any such questions should be submitted in writing to the Company by the following means no later than 12.30pm on 26 June 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting):

- in hard copy, by sending it to the Company Secretary, Henry Boot PLC, Banner Cross Hall, Ecclesall Road South, Sheffield S11 9PD; or
- in electronic form, by sending it by email to [cosec-ir@henryboot.co.uk](mailto:cosec-ir@henryboot.co.uk). Please state 'Henry Boot PLC: AGM' in the subject line of the email.

Any such written request should clearly state the full name(s) and address(es) of the shareholder(s) raising such questions and, where the request is made in hard copy form, it must be signed by the relevant ordinary shareholder(s).

13. The information required by Section 311A of the Companies Act 2006 to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at:  
[www.henryboot.co.uk](http://www.henryboot.co.uk)
14. Except as expressly provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so using the following means:
- telephone 0114 255 5444; or
  - email [cosec-ir@henryboot.co.uk](mailto:cosec-ir@henryboot.co.uk).
- No other methods of communication will be accepted.

15. As at 20 May 2020 (being the last practicable date before publication of this notice), the Company's issued ordinary share capital was 133,172,602 ordinary shares, carrying one vote each and representing the total number of voting rights in the Company.

16. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
- A copy of the rules of the CSOP.
  - A copy of the rules of the Sharesave.
  - Copies of the service contracts of the executive directors.
  - Copies of the letters of appointment of the non-executive directors.

A copy of the rules of the CSOP and Sharesave will also be available for inspection at the following address from the date of this notice until the time of the meeting:

DLA Piper UK LLP  
160 Aldersgate St,  
Barbican  
London  
EC1A 4HT

17. Biographies for each of the directors are shown on pages 66 and 67 of the annual report for the year ended 31 December 2019.

# Notice of Annual General Meeting

## APPENDIX TO NOTICE OF ANNUAL GENERAL MEETING

### Summary of proposed new share option plans

Resolutions 13 and 14 propose a new Company Share Option Plan (“**CSOP**”) and new Sharesave Plan (“**Sharesave Plan**”) (together “**Plans**”) respectively to replace the Company’s existing company share option plan and sharesave plan which are due to expire in June 2020 and May 2020 respectively.

It is not intended that the executive directors will be granted options under the CSOP since they participate in a separate long term incentive plan.

The CSOP and Sharesave Plan will be administered by the Remuneration Committee (“**Committee**”).

The total number of ordinary shares over which options to subscribe may be granted under all share option schemes of the Company, whether on a discretionary basis or on any other basis, and issued or issuable under all other share schemes of the Company may not, in any consecutive 10 year period, exceed 10 per cent of the ordinary shares in issue from time to time. Lapsed and surrendered awards shall be disregarded for this purpose.

The principal features of the proposed new Plans are as follows:

#### 1. CSOP

As with the existing company share option plan, the CSOP will enable options (“**Options**”) to acquire ordinary shares in the Company (“**Shares**”) to be granted to employees, and is intended to satisfy the conditions in schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 (“**Schedule 4**”) such that options will qualify for certain tax advantages. The CSOP will also allow Options to be granted which are not tax-advantaged.

##### 1.1 Individual participation limit

The aggregate subscription price (at the date of grant) of all outstanding Options granted to any one participant which are qualifying options under Schedule 4 may not exceed £30,000.

The aggregate market value (at the date of grant) of Shares over which Options may be granted to any one participant in any one financial year of the Company under the CSOP will not normally exceed the amount of that participant’s annual basic salary (excluding benefits in kind) for that financial year (or the preceding financial year if greater).

##### 1.2 Eligibility

Any full time director or employee of a company in the Henry Boot group (“**Group**”) is eligible to participate in the CSOP. Actual participation is at the discretion of the Committee. Options are personal to the participant and not capable of assignment except that, on death, the Option holder’s personal representatives may exercise the Option within 12 months following the Option holder’s death. Options shall be granted by deed with no consideration payable by the participant.

##### 1.3 Exercise terms

The exercise price for each Share under Option will be the higher of the nominal value of a Share and the market value of a Share at the date of grant.

An Option will normally be exercisable only within the period of three to 10 years after the date of grant.

Options may be exercised early where employment ceases due to the participant’s death, ill-health, injury, disability, redundancy, retirement, the sale of the employee’s employing business or company out of the Group or, at the discretion of the Committee, on the participant in question leaving employment for any other reason. In each of these situations (other than on death), the Option must be exercised, if at all, by the expiry of the period of six months following the cessation of employment. In the case of death, the participant’s personal representatives may exercise the Option within 12 months following the death. Where, in these circumstances, exercise is permitted before the Option has vested in accordance with its terms, the extent to which an Option may be exercised shall be calculated by the Committee by applying any relevant performance condition and then applying a pro rata reduction to the number of Shares so determined, based on the proportion of the vesting period during which the participant was employed, unless the Committee decides that such time-based reduction is inappropriate and determines to apply a lesser reduction (or no reduction).

If the employment ceases for any reason other than one specified in the previous paragraph, the Option will lapse, unless the Committee in its discretion determines to permit exercise (within such time period and to such extent as the Committee in its discretion determines).

##### *Performance targets*

The Committee may impose objective conditions as to the performance of the Group which must normally be satisfied before Options can be exercised. Having granted Options and set a performance target, the Committee may vary the performance target provided that the Committee reasonably considers that the performance target set no longer represents a fair measure of performance and provided that any new conditions are no more difficult nor easy to satisfy. Since options under the Company’s existing company share option plan are not granted to executive directors, and are granted on a company-wide basis, and it is intended that this practice will continue under the CSOP, it is not intended that performance conditions will be applied to Options granted under the CSOP.

#### 1.4 Change of control and other corporate events

In the event of a takeover, amalgamation or reconstruction of the Company, Options may be exercised early under the CSOP provided that where the event occurs before the Option has vested, the extent to which an Option may be exercised will be calculated on the basis of the extent to which any performance conditions applicable to the Options have been satisfied as at the date of the change of control (or other event), with the resulting number of Shares then reduced on a time pro-rated basis, unless the Committee determines to apply a lesser reduction (or no reduction).

Alternatively, with the agreement of the acquiring company, Options may be exchanged for options over shares in the acquiring company or in a company associated with the acquiring company.

#### 1.5 Tax

The CSOP contains provisions that will ensure that any income tax and employee's national insurance contributions that arise as a result of the exercise of any Options will be payable by the participant. The Committee may determine that the participant shall also be liable for any employer's national insurance contributions which arise.

### 2. Sharesave plan

The Sharesave Plan is a savings-related share option plan pursuant to which eligible employees may be offered options ("**Options**") to acquire Shares at a price determined by the Committee which can be set at a discount of up to 20 per cent. of the market value of a Share at the date of invitation to apply for an option. It is intended that the Sharesave Plan will satisfy the conditions in schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 ("**Schedule 4**") such that Options will qualify for certain tax advantages.

#### 2.1 Eligibility

All eligible employees and full-time directors of any company within the Group who have been with the Group for a period determined by the Committee (not exceeding five years), are eligible to participate in the Sharesave Plan. All employees who are eligible to participate must do so on similar terms although this may vary by reference to levels of remuneration, length of service or other similar factors.

#### 2.2 Savings contracts

Each participant must enter into a savings contract ("**Contract**") approved by the Committee for a period of three or five years under which he agrees to make monthly savings of an amount decided by him, subject to a minimum specified by the Committee which may not exceed £10 (or such other minimum permitted by the legislation from time to time) and up to the maximum specified by the Committee and permitted by the legislation (currently £500 per month).

#### 2.3 Grant of Options

The number of Shares over which a participant will be granted an Option will be the number of Shares which, taking into account the price payable on exercise of the Option, can be purchased with the amount saved under the Contract (which, subject to applicable legislation and regulations, may include a bonus payable under the Contract).

#### 2.4 Exercise of Options

Options may normally only be exercised during the six month period following maturity of the Contract and if not exercised by the end of that period will lapse. This may be following the third or fifth anniversary of commencement of the Contract.

#### 2.5 Leavers

Early exercise is permitted in the event of cessation of employment within the Group by reason of death, injury, disability, redundancy, retirement, or the sale of the participant's employing company or business out of the Group (but only to the extent of savings plus any bonus accumulated in the related Contract up to the time of exercise). If a participant ceases to be employed within the Group for any other reason within three years of the grant of an Option, that Option will lapse. If a participant ceases to be employed within the Group for any other reason (except for reason of gross misconduct) more than three years from the grant of an Option, the participant may exercise that Option within six months of so ceasing (but no later than the end of the six month period following maturity of the related Contract).

#### 2.6 Change of control and other corporate events:

Early exercise is also permitted (to the extent of accrued savings to date in the related savings contract) in the event of a change of control, compromise or arrangement, or voluntary winding up of the Company. On a change of control, or compromise or arrangement, with the consent of the acquiring company, Options may be exchanged so as to operate over shares in the acquiring company (or a company associated with it).



# Notice of Annual General Meeting

## 3. Features common to both plans

### 3.1 Grant of Options

Options may only be granted under the CSOP, and invitations to apply for the grant of Options under the Sharesave Plan may only be made, within the period of 42 days starting immediately after the end of a closed period within the meaning in the Market Abuse Regulation (EU Regulation 596/2014).

Options may be granted at any other time if the Committee considers that exceptional circumstances exist to justify the grant at such other time.

Without further shareholder approval, Options may only be granted within 10 years of shareholder approval of the relevant Plan.

### 3.2 Shares issued on exercise of Options

Shares allotted under the Plans will rank equally with the Company's existing issued Shares (save that they will not qualify for any dividends or other distributions by reference to a record date prior to the date of exercise of the Option).

### 3.3 Variation of share capital

In the event of a variation of share capital by way of capitalisation, rights issue, subdivision, reduction, consolidation or otherwise, the number of Shares subject to a subsisting Option and the price payable on exercise may be adjusted in such manner as the Committee determines (but subject to applicable legislation).

### 3.4 Amendments

The Committee may alter the Plans but certain amendments to the advantage of current or future participants cannot take effect without shareholder approval, unless they are minor amendments to benefit the administration of the plan, or amendments which are necessary or desirable to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company or other member of the Group. The amendments which will generally require shareholder approval are amendments to the persons to whom Options may be granted, the provisions for determining a participant's entitlement to, and the terms of, Shares provided under the relevant Plan, the maximum and individual limits on the number of Shares over which Options can be granted, the provisions for adjusting Options in the event of a variation of share capital and the provisions for altering the terms of the Plan.

### 3.5 Pension rights

None of the benefits which may be received under the Plans shall be pensionable.