

DERWENT LONDON PLC

NOTICE OF ANNUAL GENERAL MEETING

25 Savile Row, London W1S 2ER
on Friday 15 May 2020 at 10.30 a.m.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser.

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

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GENERAL INFORMATION

Form of Proxy

As detailed in the Chairman's letter on page 3, in the context of the Covid-19 outbreak, you should vote on the proposed resolutions by completing and submitting the enclosed Form of Proxy in accordance with the instructions printed on the form, and should not attend the Annual General Meeting in person. To be valid, the Form of Proxy should be returned as soon as possible and, in any event, by no later than 10:30 a.m. on 13 May 2020. Further instructions relating to the Form of Proxy are set out in the notes to the Notice of the Annual General Meeting.

Inspection of documents

The following documents are available for inspection at the AGM venue (which is the registered office of the Company):

- Copies of the Executive Directors' service contracts.
- Copies of the letters of appointment of the Non-Executive Directors.

LETTER FROM THE CHAIRMAN OF DERWENT LONDON PLC

Directors:

John Burns (Chairman)
 Paul Williams (Chief Executive Officer)
 Damian Wisniewski (Chief Financial Officer)
 Simon Silver (Executive Director)
 Nigel George (Executive Director)
 David Silverman (Executive Director)
 Claudia Arney (Non-Executive Director)
 Lucinda Bell (Non-Executive Director)
 Richard Dakin (Non-Executive Director)
 Simon Fraser (Non-Executive Director)
 Helen Gordon (Non-Executive Director)
 Cilla Snowball (Non-Executive Director)

Derwent London plc

(Incorporated and registered in
 England and Wales under
 number 1819699)

Registered and Head Office:
 25 Savile Row
 London
 W1S 2ER
 020 7659 3000

14 April 2020

Dear Shareholder,

In response to the Covid-19 outbreak, and in line with the related public health guidance and legislation issued by the UK Government, the Board of Directors (Board) will be implementing the following measures to safeguard the health of our shareholders and employees at Derwent London's thirty-sixth Annual General Meeting (AGM):

- The AGM will be held at our registered office, 25 Savile Row London W1S 2ER, on Friday 15 May 2020 starting at 10.30 a.m. The Board has determined that it is no longer practical to hold the AGM at the original venue disclosed in the 2019 Annual Report.
- At the time of publication of this notice, the UK Government has prohibited public gatherings of more than two people and non-essential travel, save in certain limited circumstances. In light of these measures, the AGM this year will be run as a closed meeting. **Shareholders will not be able to attend in person.**
- We will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of people. The format of the meeting will be purely functional.
- We will aim to provide conference call facilities to enable shareholders to follow the proceedings and to ask questions of the Board remotely. All shareholders should use these facilities, rather than travelling to attend the meeting formally in person. Access details will be provided on our website, in due course.
- You should cast your vote on the resolutions via the enclosed Form of Proxy. Given the current restrictions on attendance, we suggest that you appoint the chair of the meeting as your proxy, rather than a named person who will not be permitted to attend the meeting. Once completed, the Form of Proxy should be returned to Equiniti as soon as possible, and no later than 10.30 a.m. on 13 May 2020.
- The formal Notice of AGM is set out on pages 5 to 9 of this document.
- Voting at the AGM will take place by way of a poll.

- Instead of our usual corporate presentation, we will present a short business update followed by a Q&A. The meeting will end immediately following the conclusion of the formal business of the AGM and we will not be offering refreshments.

The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period.

Any changes to the AGM will be communicated to shareholders in advance of the AGM on the investors section of our website at www.derwentlondon.com and, where appropriate, by RNS announcement.

Notwithstanding these alterations to our usual AGM format, we remain committed to engaging with our shareholders. We hope to hold further shareholder events later in the year if it is safe to do so.

Re-election of Directors

In accordance with the 2018 UK Corporate Governance Code, all Directors will be putting themselves forward for re-election. Following a formal external performance evaluation, I can confirm that each Director's performance continues to be highly effective and demonstrates a high level of commitment to the role.

Dividends

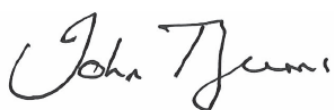
Shareholders are being asked to approve a final dividend of 51.45p per ordinary share for the year ended 31 December 2019. Of this amount, 34.45p will be paid as a Property Income Distribution (PID) with the balance of 17.00p paid as a conventional dividend. If you approve the recommended final dividend, it will be paid on 5 June 2020 to all ordinary shareholders who were on the register of members on 1 May 2020.

Scrip Dividend Scheme

In our preliminary announcement released on 25 February 2020, the Board's intention was to offer a scrip dividend alternative for the 2019 final dividend being paid on 5 June 2020, subject to shareholder approval. Since 25 February 2020, as a result of share price fluctuation caused by the Covid-19 pandemic, our shares have been trading below Net Asset Value.

The Board of Directors has determined that it is no longer in our shareholders' best interests to offer a scrip dividend alternative for the 2019 final dividend. A scrip dividend will therefore not be offered and the dividend will be paid in cash.

Yours sincerely,



John Burns
Chairman

PART II

DERWENT LONDON PLC NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirty-sixth Annual General Meeting of Derwent London plc will be held at our registered office at 25 Savile Row, London W1S 2ER at 10.30 a.m. on 15 May 2020. You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 20 to 23 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive the report of the Directors and the Accounts for the year ended 31 December 2019 and the independent auditor's report thereon.
2. To approve the Directors' Remuneration Policy as set out on pages 143 to 149 of the Company's 2019 Annual Report and Accounts.
3. To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Directors' Remuneration for the year ended 31 December 2019, as set out on pages 140 to 142 and 150 to 165, respectively, of the Company's 2019 Annual Report.
4. To declare a final dividend of 51.45 pence per ordinary share for the year ended 31 December 2019, which shall be paid on 5 June 2020 to shareholders who are members at the close of business on 1 May 2020.
5. To re-elect John Burns as a Director.
6. To re-elect Claudia Arney as a Director.
7. To re-elect Lucinda Bell as a Director.
8. To re-elect Richard Dakin as a Director.
9. To re-elect Simon Fraser as a Director.
10. To re-elect Nigel George as a Director.
11. To re-elect Helen Gordon as a Director.
12. To re-elect Simon Silver as a Director.
13. To re-elect David Silverman as a Director.
14. To re-elect Cilla Snowball as a Director.
15. To re-elect Paul Williams as a Director.
16. To re-elect Damian Wisniewski as a Director.
17. That PricewaterhouseCoopers LLP be re-appointed as independent auditor to the Company to hold office from the conclusion of the AGM until the conclusion of next year's AGM.
18. To authorise the Audit Committee, acting for and on behalf of the Directors, to determine the independent auditor's remuneration.

19. That the Board be generally and unconditionally authorised under section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
- (A) up to a nominal amount of £1,862,702 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
 - (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £3,725,962 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 15 August 2021) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Special resolutions

20. That if resolution 19 is passed, the Board be given power to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 19, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (B) in the case of the authority granted under paragraph (A) of resolution 19 and/or in the case of any sale of treasury shares for cash, to the allotment of equity securities or sale of treasury shares in connection with a scrip dividend scheme or similar arrangement implemented in accordance with the Articles of Association of the Company; and
- (C) in the case of the authority granted under paragraph (A) of resolution 19 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraphs (A) and (B) above) of equity securities or sale of treasury shares up to a nominal amount of £279,433,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 15 August 2021) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

21. That if resolution 19 is passed, the Board be given power in addition to any power granted under resolution 20 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £279,433; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 15 August 2021) but, in each case, during this period the Company may make offers, and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

22. That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 5 pence each, provided that:

- (A) the maximum number of ordinary shares hereby authorised to be purchased is 11,177,329;
- (B) the minimum price which may be paid for an ordinary share is 5 pence and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5 per cent. above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) 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 venues where the purchase is carried out at the relevant time, in each case, exclusive of expenses;

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 15 August 2021) but in each case so that during this period the Company may enter into a contract to purchase ordinary shares which would, or might be, completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

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

By order of the Board



David A. Lawler
Company Secretary

Registered Office:

Derwent London plc
25 Savile Row
London W1S 2ER

Registered in England and Wales No. 1819699

14 April 2020

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. Given the current restrictions on attendance, we suggest that you appoint the chair of the meeting as your proxy, rather than a named person who will not be permitted to attend the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Equiniti on 0371 384 2192 (UK). Calls to 03 numbers cost no more than a national rate call to a 01 or 02 number. The Equiniti overseas helpline number is +44 (0)121 415 0804. Lines are open 8.30 a.m. to 5.30 p.m. (UK time), Monday to Friday (excluding public holidays in England and Wales).
2. To be valid any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or at www.sharevote.co.uk in each case no later than 10.30 a.m. on 13 May 2020.
3. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right 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/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
4. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
5. To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30 p.m. on 13 May 2020 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. In the case of a joint shareholder, only the vote of the most senior shareholder present (in person or by proxy) at the AGM (as determined by the order in which the names are listed on the register of members) shall be accepted.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.
7. 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 instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 10.30 a.m. on 13 May 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. 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 message. 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. 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.
11. As at 6 April 2020 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 111,944,499 ordinary shares, carrying one vote each. The Company holds no treasury shares, and, therefore, the total voting rights in the Company as at 6 April 2020 are 111,944,499.
12. The Directors' interests in the Company, disclosable under article 19 of the Market Abuse Regulation, that had been notified to the Company by 31 December 2019 are set out on page 162 of the 2019 Annual Report. Between 1 January 2020 and 13 March 2020 (one month prior to the Notice of Meeting), the following change in the directors' interests occurred:
 - On 13 March 2020, the Company granted 158,177 share-based Awards (in aggregate) to certain Directors under the Derwent London Performance Share Plan 2014. Full details of the grant are available in the investors section of the Company's website at www.derwentlondon.com
13. The voting interests in the share capital of the Company, disclosable under the Disclosure Guidance and Transparency Rule DTR 5, that had been notified to the Company by 25 February 2020 are set out on page 167 of the 2019 Annual Report. Between 26 February 2020 and 13 March 2020 (one month prior to the Notice of Meeting), the Company was not notified of any changes in voting interests. Between 13 March 2020 and the date of this Notice of Meeting, the shareholders' interests in the Company may have changed.
14. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) 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 (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual report and accounts were laid in accordance with section 437 of the Companies Act 2006. 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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, 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 Companies Act 2006 to publish on a website.
15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found in the investors section of the Company's website at www.derwentlondon.com.
17. You may not use any electronic address provided either in this notice of meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
18. Except as provided above, members who have general queries about the AGM should either email investors@derwentlondon.com or call the Company Secretary on 020 7659 3000.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 19 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 20 to 23 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Directors' report and accounts

For each financial year, the Directors must present the Directors' report, the audited accounts and the independent auditor's report to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31 December 2019.

Resolution 2: The Directors' Remuneration Policy

Under section 439A of the Companies Act 2006, the Director's Remuneration Policy must be approved by shareholders. The Directors' Remuneration Policy is set out in the Directors' Remuneration Report, on pages 143 to 149 of the 2019 Annual Report and Accounts.

If approved by shareholders, the policy is intended to be valid for a period of three years from the date of the AGM barring any unforeseen requirement to change the policy before then. Once the policy is effective, the Company will not be able to make remuneration payments to a prospective or current director, or loss of office payments to a current or past director, unless any such payment is consistent with the approved policy or has otherwise been approved by shareholders.

Resolution 3: Annual Report on Directors' Remuneration

Under section 439 of the Companies Act 2006, the Company is required to seek the approval of shareholders of its annual report on remuneration practice, which details the remuneration of the Directors for the year under review.

Resolution 3 seeks shareholder approval for the Annual Report on Directors' Remuneration (including the Annual Statement by the Chair of the Remuneration Committee) as set out on pages 140 to 142 and 150 to 165 of the 2019 Annual Report. The vote on the Annual Report on Directors' Remuneration will be advisory.

Resolution 4: Final Dividend

Shareholders are being asked to approve a final dividend of 51.45p per ordinary share for the year ended 31 December 2019 of which 34.45p will be paid as a Property Income Distribution ('PID') and 17.00p will be paid as a conventional dividend to be paid on 5 June 2020 to shareholders who are members at the close of business of 1 May 2020.

Resolutions 5 to 16: Re-election of Directors

In accordance with the UK Corporate Governance Code, all the Directors will be putting themselves forward for re-election. The Chairman has confirmed that, following formal external performance evaluations, the Directors continue to perform effectively and demonstrate commitment to their roles. Biographies of the Directors including their areas of expertise relevant to their role as Director are given on pages 98 and 99 of the 2019 Annual Report.

Resolutions 17 and 18: Auditor

The Company is required to appoint auditors at each general meeting at which its report and accounts are presented to shareholders. On the recommendation of the Audit Committee, resolution 17 proposes the re-appointment of PricewaterhouseCoopers LLP as auditor (to hold office until the conclusion of next year's AGM).

The directors may set the remuneration of the auditors if authorised to do so by the shareholders. In accordance with normal practice, resolution 18 authorises the Audit Committee, for and on behalf of the Board, to determine the auditor's remuneration. Under the Competition and Markets Authority's Statutory Audit Services Order, the Audit Committee has specific responsibility for negotiating and agreeing the statutory audit fee for and on behalf of the Board.

You are asked to approve the re-appointment of PricewaterhouseCoopers LLP and, following normal practice, to authorise the Audit Committee, on behalf of the Board, to determine the remuneration of the auditor.

Resolution 19: Authority to allot relevant securities

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £1,862,702 (representing 37,254,036 ordinary shares of 5 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 6 April 2020, the latest practicable date prior to publication of this notice.

In line with guidance issued by the Investment Association, paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £3,725,962 (representing 74,519,250 ordinary shares of 5 pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 6 April 2020, the latest practicable date prior to publication of this notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 15 August 2021 and the conclusion of the AGM of the Company held in 2021.

The Directors have no present intention to exercise either of the authorities sought under this resolution, other than to allot ordinary shares as share dividends instead of cash dividends and following the exercise of options and awards under the Company's share schemes. However, if they do exercise the authorities, the Directors intend to follow Investment Association recommendations concerning their use.

As at 6 April 2020, the latest practicable date prior to the publication of this notice, no ordinary shares are held by the Company in treasury.

Resolutions 20 and 21: Disapplication of pre-emption rights

Under resolution 20, it is proposed that the Directors be authorised to issue shares for cash and/or sell any treasury shares without offering them first to existing shareholders in proportion to their current holdings. Such authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, in connection with a scrip dividend scheme or similar arrangement where the scrip election is made after the declaration (but before payment) of a final dividend, or otherwise up to an aggregate nominal amount of £279,433 representing 5,588,664 ordinary shares of 5 pence each. This aggregate nominal amount represents approximately 5 per cent. of the issued share capital of the Company as at 6 April 2020, the latest practicable date prior to the publication of this notice.

Under resolution 21, it is proposed that the Directors (in addition to the authority referred to in resolution 20) be authorised to disapply statutory pre-emption rights in respect of an issuance of shares for cash/sale of treasury shares up to an aggregate nominal amount of £279,433 representing 5,588,664 ordinary shares of 5 pence each. This aggregate nominal amount represents approximately 5 per cent. of the issued share capital of the Company as at 6 April 2020, the latest practicable date prior to the publication of this notice. In accordance with the Pre-Emption Group's Statement of Principles, the Directors confirm that this authority will only be used in connection with one or more acquisitions or specified capital investments that are announced contemporaneously with the issue, or that shall have taken place in the preceding six-month period and are disclosed in the announcement of the issue.

In line with the Pre-Emption Group's Statement of Principles, the Directors confirm their intention that (except in relation to an issue pursuant to the additional 5 per cent. referred to in resolution 21) no more than 7.5 per cent of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with shareholders.

The authorities conferred by resolutions 20 and 21 will expire at the earlier of 15 August 2021 and the conclusion of the AGM of the Company held in 2021.

Resolution 22: Authority to undertake market purchase of own shares

Resolution 22 is another special resolution and renews the Directors' authority granted by the shareholders at previous AGMs to make market purchases of up to 10 per cent of the Company's issued ordinary shares (excluding any treasury shares).

The Company may make purchases of its own shares if, having taken account of all major factors such as the effect on earnings and net asset value per share, gearing levels and alternative investment opportunities, such purchases are considered to be in the Company's and shareholders' best interests while maintaining an efficient capital structure.

If the Company purchases any of its ordinary shares pursuant to resolution 22, the Company may cancel these shares or hold them in treasury. Such decision will be made by the Directors at the time of purchase. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 5 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of: (i) an amount equal to 5 per cent. above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

At last year's AGM, the Company was given authority to make market purchases of up to 11,164,720 shares. No shares have been purchased by the Company in the market since then.

Options to subscribe for a total of 1,326,562 shares, being 1.19 per cent. of the issued ordinary share capital, were outstanding at 6 April 2020 (being the latest practicable date prior to the publication of this notice). If the existing authority given at the 2019 AGM and the authority being sought under resolution 22 were to be fully used, these would represent 1.48 per cent. of the Company's issued ordinary share capital at that date.

The Directors do not have any current plans to exercise the authority to be granted pursuant to resolution 22. The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally.

The authority will expire at the earlier of 15 August 2021 and the conclusion of the AGM of the Company held in 2021.

Resolution 23: Notice of general meetings

Changes made to the Companies Act 2006 by The Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Before The Companies (Shareholders' Rights) Regulations 2009 came into force, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, resolution 23, which is a special resolution, 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. 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 to the advantage of shareholders as a whole.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.