

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are advised to immediately seek your own independent advice from an authorised independent financial advisor, stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Billington Holdings Plc, please forward this document, together with the accompanying documents, as soon as practicable to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Billington Holdings Plc

Notice of Annual General Meeting to be held on

3 June 2025 at 2pm

**at Steel House, Barnsley Road,
Wombwell, Barnsley, South Yorkshire,
S73 8DS**

BILLINGTON HOLDINGS PLC

Company Number: 02402219

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders ("**AGM**") of Billington Holdings Plc ("the **Company**") will be held at Steel House, Barnsley Road, Wombwell, Barnsley, South Yorkshire, S73 8DS on 3 June 2025 at 2pm to consider the following business of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 and 13 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1: Annual Report and Accounts

To receive and adopt the Company's accounts for the year ended 31 December 2024 together with the reports of the Directors and Auditors.

Resolutions 2 to 7: Re-election of the Directors

Resolution 2: Re-election of I Lawson

To re-elect as a Director of the Company I Lawson who, in accordance with the Company's articles of association, retires from office by rotation and offers himself for re-election.

Resolution 3: Re-election of A Ospelt

To re-elect as a Director of the Company A Ospelt who, in accordance with the Company's articles of association, retires from office and offers himself for re-election.

Resolution 4: Re-election of L Scott

To re-elect as a Director of the Company L Scott who, in accordance with the Company's articles of association, retires from office and offers herself for re-election.

Resolution 5: Re-election of M Smith

To re-elect as a Director of the Company M Smith who, in accordance with the Company's articles of association, retires from office by rotation and offers himself for re-election.

Resolution 6: Re-election of T Taylor

To re-elect as a Director of the Company T Taylor who, in accordance with the Company's articles of association, retires from office by rotation and offers himself for re-election.

Resolution 7: Re-election of S Wardell

To re-elect as a Director of the Company S Wardell who, in accordance with the Company's articles of association, retires from office by rotation and offers himself for re-election.

Resolution 8: Dividend

The Directors recommend a final dividend of 25 pence per Ordinary share and A Ordinary share in the Company (each a **Share**), for the year ended 31 December 2024. Authority is sought for the Board to pay the recommended final dividend of 25 pence per Share, payable to shareholders on the register of members as at close of business on Friday 6 June 2025.

Resolution 9: Re-appointment of Auditors

To re-appoint RSM UK Audit LLP as auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

Resolution 10: Remuneration of the Auditors

To authorise the Audit and Risk Committee for and on behalf of the Board to set the remuneration of the Auditors.

Resolution 11: Directors' general authority to allot shares

That, in accordance with Section 551 of the Companies Act 2006 ("**the Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £444,433 (being approximately one third of the issued share capital of the Company as at the last practicable day prior to the publication of this notice) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous general authorities conferred on the Directors in accordance with Section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

Resolution 12: General disapplication of pre-emptive rights

Subject to the passing of resolution 11, the Directors of the Company be given the general power under Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 11, as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:-

(a) the allotment of equity securities in connection with an offer by way of a rights issue, or open offer or other pre-emptive issue or offer:

(i) to the holders of ordinary shares (including for the avoidance of doubt the "A" ordinary shares) in proportion (as nearly as may be practicable) to their respective holdings on the record date(s) for such allotment; and

(ii) to holders of other classes of equity securities if this is required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities having an aggregate nominal amount of up to £133,343 (being approximately 10% of the entire issued share capital of the Company as at the last practicable day prior to the publication of this notice).

The power granted by this resolution will expire on the earlier of the conclusion of the next Annual General Meeting of the Company following the date upon which this resolution becomes effective or the date fifteen months following the date upon which this resolution becomes effective (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may,

before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such powers.

Resolution 13: Specific Disapplication of pre-emptive rights

Subject to the passing of resolution 11, the Directors of the Company be given the general power under Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 11, as if Section 561(1) and subsections (1)-(6) of Section 562 of the Act did not apply to any such allotment, provided that this power shall be limited to:-

(a) the allotment of equity securities having an aggregate nominal amount of up to £133,343 (being approximately 10% of the entire issued share capital of the Company as at the last practicable day prior to the publication of this notice); and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the Directors of the Company determines 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.

The power granted by this resolution will expire on the earlier of the conclusion of the next Annual General Meeting of the Company following the date upon which this resolution becomes effective or the date fifteen months following the date upon which this resolution becomes effective (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities for the purposes of financing a transaction, as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such powers.

By Order of the Board

G J Zacharias
Company Secretary
Billington Holdings Plc
Steel House, Barnsley Road, Wombwell,
Barnsley
South Yorkshire
S73 8DS

7 May 2025

EXPLANATORY NOTES TO THE NOTICE OF THE MEETING

RESOLUTIONS

Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 13 (inclusive) will be proposed as special resolutions.

Ordinary Resolutions

Resolution 1: Annual Report and Accounts

The Company's audited financial statements for the financial year ended 31 December 2024 and the report of the auditors thereon will be presented to the meeting. The report of the Directors and the audited accounts for the year ended 31 December 2024 has been approved by the Directors and the report of the auditor has been approved by the auditor.

Resolutions 2 to 7: Re-appointment of directors

The Company's articles of association require that at each Annual General Meeting (AGM), all of the directors shall retire from office, except any Director appointed by the Board after the notice of that AGM. Accordingly, all of the Directors retire at the AGM and being eligible for re-election, offer themselves for election at this year's AGM.

Biographical details of all directors can be found in the Company's Annual Report for the year ended 31 December 2024 and on the Company's website.

Resolution 8: Dividend

This resolution seeks authority for the payment of a dividend of 25 pence per Ordinary share and A Ordinary share, payable to shareholders on the register of members as at close of business on Friday 6 June 2025.

Resolutions 9 and 10: Auditors re-appointment and remuneration

These resolutions propose the re-appointment of RSM UK Audit LLP as Auditor of the Company and authorise the Audit and Risk Committee to determine their remuneration.

Resolution 11: Directors' general authority to allot Shares

Resolution 11 seeks shareholder authority for the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, up to an aggregate nominal amount of £444,433 representing approximately one-third of the Company's issued ordinary share capital and calculated as at 6 May 2025 (being the latest practicable date prior to publication of this notice). The authority, if approved, will expire on the fifth anniversary of the date of the resolution and is in substitution for all previous general authorities conferred on the Directors.

The Directors have no present intention of exercising this authority but believe that the flexibility allowed by this Resolution may assist them in taking advantage of business opportunities as they arise.

As of 6 May 2025, the Company held no ordinary shares in treasury. The Directors intend to renew this authority annually.

Special Resolutions

Resolution 12: General disapplication of Pre-Emption Rights

In order to give the Directors some flexibility to raise capital through a non-pre-emptive issue of shares, resolution 12 asks shareholders to renew an authority granted at last year's Annual General Meeting to disapply the statutory pre-emption rights which would otherwise apply on an issue of shares for cash.

The authority, if approved, is limited to allotments in connection with rights issues, other pre-emptive offers, or otherwise up to a maximum nominal amount of £133,343 (being approximately 10% of the entire issued share capital of the Company as at the last practicable day prior to the publication of this notice) without first offering them to other shareholders on a pre-emptive basis.

This resolution is conditional on the passing of resolution 11 (General authority to allot shares). The authorities conferred by this resolution are intended to be valid until the earlier of the next Annual General Meeting or the date which is 15 months from the date of this resolution.

Resolution 13: Specific Disapplication of pre-emptive rights

In addition to the powers conferred by resolution 11 (General authority to allot shares), the Directors need the flexibility to raise equity finance (or refinance, if authority is to be used within six months of the original transaction) for the purpose of a specific identified acquisition or capital investment transaction or business opportunity (financing transactions) as they arise, without offering securities on a pre-emptive basis.

The authority, if approved, is limited to allotments in connection with refinancing transactions or acquisition or other capital investments up to a maximum nominal amount of £133,343 (being approximately 10% of the entire issued share capital of the Company as at the last practicable day prior to the publication of this notice) without first offering them to other shareholders on a pre-emptive basis.

This resolution is conditional on the passing of resolution 11 (General authority to allot shares). The authorities conferred by this resolution are intended to be valid until the earlier of the next Annual General Meeting or the date which is 15 months from the date of this resolution.

In order to utilise the authority granted by this resolution, the Directors must determine that the financing transaction is of a kind contemplated by the Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group, prior to the date of this notice.

TOTAL VOTING RIGHTS

As at 6 May 2025 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consisted of 13,334,327 Ordinary Shares of 10 pence each (being 13,260,959 Ordinary Shares and 73,368 A Ordinary Shares, with both classes of Ordinary Share ranking pari passu in all respects) and with no shares held in treasury. Each Ordinary Share has one voting right. As such the total voting rights in the Company as at 6 May 2025 are 13,334,327.

ENTITLEMENT TO VOTE

Only holders of Ordinary Shares entered on the Company's register of members at 6pm on 30 May 2025, or in the event of an adjournment, two business days before the time and date of the adjourned meeting, or their proxies, are entitled to vote at the meeting. Shareholders may cast votes only in respect of shares of which they were registered holders at such time, and changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

PROXY APPOINTMENTS

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting 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 member of the Company.

A Proxy Form is enclosed with this notice and instructions for its completion are shown on the form.

To appoint a proxy, the form of proxy must be:

- a. completed, signed and dated;
- b. lodged (together with any power of authority or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company's registrar: Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD no later than 48 hours before the time of the meeting (excluding weekends and bank holidays), being 2pm on 30 May 2025.

In the case of a shareholder which is a Company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

As an alternative to completing the Proxy Form, Shareholders can appoint proxies electronically with the Registrars via www.sharegateway.co.uk using the Shareholder's personal proxy registration code as shown on the Proxy Form. For an electronic proxy appointment to be valid, your appointment must be received by the Registrars no later than 2pm on 30 May 2025.

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrar at +44 (0)121 585 1131. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

TERMINATION OF PROXY APPOINTMENTS

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, your revocation notice must be received by the Company's Registrars no later than 48 hours (excluding non-working days) before the meeting. If your revocation is received after the deadline, your proxy appointment will remain valid. However, the appointment of a proxy does not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

CREST MEMBERS

CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

CREST members who wish to appoint a Proxy or Proxies through the CREST electronic Proxy appointment service may do so for the meeting (and any adjournment(s) thereof) by following the procedures described in the CREST Manual. 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 made by means of CREST to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & International Limited's (**"EUI"**) specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a Proxy or 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 the issuer's agent (ID 7RA11) by the latest time(s) for receipt of Proxy appointments specified in the notice of meeting. 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 Applications 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 a Proxy appointed through CREST should be communicated to him by other means.

CREST members (and, where applicable, their CREST sponsors or voting service provider(s)) should note that EUI 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 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 provider(s)) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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, as amended.

NOMINATED PERSONS

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 meeting. 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.

The statements of the rights of shareholders in relation to the appointment of proxies in this notice do not apply to a Nominated Person. The rights of shareholders in relation to the appointment of proxies can only be exercised by registered shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

VOTING AT MEETING

In accordance with the Company's Articles of Association, all resolutions will, in the first instance be taken on a show of hands unless a poll be directed by the Chair, if the Chair determines either before or after a show of hands that a poll is required in order to accurately record the decision of all shareholders based on their shareholding interests in the Company.

CORPORATE REPRESENTATIVES

Any corporation, which is a shareholder, can appoint one or more corporate representatives who may exercise on its behalf of all its powers as a shareholder provided that they do not do so in relation to the same shares.

RIGHT TO ASK QUESTIONS AT THE MEETING

During the meeting, there will be an opportunity for shareholders, proxies or corporate representatives to ask questions relevant to the business of the meeting.

WEBSITE PUBLICATION

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found on the company's website (www.billington-holdings.plc.uk).

RESTRICTION ON USE OF ELECTRONIC ADDRESS

You may not use any electronic address provided either in this notice or in any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.