Billington Holdings Plc
Steel House
Barnsley Road
Wombwell
Barnsley
South Yorkshire
S73 8DS
Registered Number: 2402219

28 April 2015

Dear Shareholder,

Billington Holdings Plc – Notice of Annual General Meeting

The Annual General Meeting ("**AGM**") of Billington Holdings Plc (the "**Company**") will be held at Steel House, Barnsley Road, Wombwell, Barnsley, South Yorkshire, S73 8DS on 1 June 2015 at 2pm.

I am pleased to send you the notice of this year's AGM. This year there are 8 resolutions to be considered and voted on by shareholders. Resolutions 1 to 7 (inclusive) 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. Resolution 8 is proposed as a special resolution. This means that for this special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

I set out below a brief explanation of the resolutions.

- **RESOLUTION 1 – Receipt of the 2014 Annual report and financial statements**

The Directors are required by company law to present the financial statements, the Directors' report and the auditors' report on the financial statements to the meeting.

- **RESOLUTION 2 – Re-election of Director**

Under the Company's articles of association, any Directors of the Company appointed since the last annual general meeting are required to retire at the end of the next annual general meeting but are able to offer themselves for re-election at the annual general meeting. The board proposes the re-election of M. Smith who was appointed as a Director of the Company on 3 June 2014.

- **RESOLUTIONS 3 + 4 – Re-election of Directors**

Under the Company's articles of association, at the annual general meeting in every year one-third of the Directors (or the nearest number to one-third) shall retire from office. The Directors to retire in each year are those who have been longest in office since their last election. All retiring Directors are eligible for re-election and at this year's annual general meeting the board proposes the re-election of Dr. A. Ospelt and J. S. Gordon as directors of the Company.

- **RESOLUTION 5 – Declaration of a final dividend**

The Directors recommend a final dividend of 3.00 pence per share for the year ended 31 December 2014.

- **RESOLUTION 6 – Re-appointment and remuneration of auditors**

The Company is required at each general meeting at which financial statements are laid to appoint auditors who will remain in office until the next general meeting at which financial statements are laid. Grant Thornton UK LLP have expressed their willingness to continue in office for a further year. The shareholders are also asked to authorise the board to fix the auditors' remuneration.

- **RESOLUTION 7 – General authority to allot shares**

This resolution asks shareholders to renew the Directors' authority to allot relevant securities as defined in Section 551 of the Companies Act 2006. The authority, if approved, will expire on the fifth anniversary of the date of the resolution. The authority would allow the Directors to allot relevant securities of the Company up to a nominal value of £431,144.

- **RESOLUTION 8 – Disapplication of pre-emption rights**

If the Directors wish to allot unissued shares (and other equity securities) for cash, the Companies Act 2006 requires that these shares are offered first to shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. There may be occasions, however, when in order to act in the best interests of the Company, the Directors need the flexibility to finance business opportunities as they arise without offering securities on a pre-emptive basis. Therefore, this resolution asks shareholders to renew the Directors' authority to allot shares (or other equity securities) for cash up to a nominal value of £64,672 without offering them to other shareholders on a pre-emptive basis. This resolution is 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.

Action to be taken

Shareholders are invited to complete and sign the enclosed form of proxy in accordance with the instructions thereon and return it to the Company Secretary as soon as possible and, in any event, so as to be received no later than 48 hours before the holding of the AGM. The return of a completed form of proxy will not prevent you from attending the AGM and voting in person if you wish and are able to do so.

Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings.

Finally, if you would like to comment on any issue arising from the annual report or these resolutions please do not hesitate to contact me.

Peter Hems
Non-Executive Chairman

28 April 2015

Copies of the terms of appointment for non-executive Directors and the Directors' service contracts will be available for inspection at the Company's registered office until the time of the meeting and at the place of the meeting from 15 minutes before the meeting until it ends.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent advice from an authorised independent financial advisor, stockbroker, solicitor, accountant or other professional.

If you have sold or transferred all your shares in Billington Holdings Plc, please forward this document, together with the enclosed form of proxy, 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 delivery to the purchaser or transferee.

Billington Holdings Plc

Notice of Annual General Meeting

1 June 2015

Notice of the Annual General Meeting of Billington Holdings Plc to be held at Steel House, Barnsley Road, Wombwell, Barnsley, South Yorkshire, S73 8DS on 1 June 2015 at 2pm is set out in this document. The enclosed form of proxy for use at the meeting should be completed and returned in accordance with the instructions stated on it as soon as possible but in any event so as to be received no later than 48 hours before the holding of the Annual General Meeting. Completion and return of a form of proxy will not preclude a shareholder from attending the meeting and voting in person.

Company Number: 2402219

Billington Holdings Plc (the "Company")

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**AGM**") of the Company will be held at Steel House, Barnsley Road, Wombwell, Barnsley, South Yorkshire, S73 8DS on 1 June 2015 at 2pm to consider the following business of which resolutions 1 to 7 will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution:

Resolution 1:

To receive and adopt the Company's accounts for the year ended 31 December 2014 together with the reports of the Directors and auditors thereon.

Resolution 2:

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

Resolution 3:

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

Resolution 4:

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

Resolution 5:

The Directors recommend a final dividend of 3.00 pence per share for the year ended 31 December 2014.

Resolution 6:

To re-appoint Grant Thornton UK 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 and to authorise the Board to fix their remuneration.

Resolution 7:

That, in accordance with Section 551 of the Companies Act 2006, 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 £431,144 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.

The authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 551 of the Companies Act 2006 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.

Resolution 8:

That the Directors of the Company be given the general power under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash, pursuant to the authority conferred by resolution 7 set out in the notice of the annual general meeting of the Company dated 28 April 2015, as if Section 561(1) if the Companies Act 2006 did not apply to any such allotment, 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:

(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; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

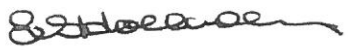
but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;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

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities having an aggregate nominal amount of up to £64,672.

The power granted by this resolution will expire on the earlier of the conclusion of the annual general meeting of the Company next 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 Companies Act 2006 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



L S Holloway

Company Secretary

Billington Holdings Plc
Steel House Barnsley Road Wombwell Barnsley
South Yorkshire
S73 8DS

NOTES:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.

2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.

3. If you wish to appoint a proxy, please complete the proxy form circulated with this notice in accordance with the procedures and notes contained therein.

Company Number: 2402219

BILLINGTON HOLDINGS PLC ("the Company")

Annual General Meeting

Proxy Form

Before completing this form, please read the explanatory notes below

I/We

(print name) .....

(print address) .....

.....

being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 1 June 2015 at 2pm and at any adjournment of the meeting.

This form of proxy is given in respect of [ ] "A" ordinary/ordinary shares of 10 pence each (delete as appropriate).

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	FOR	AGAINST	VOTE WITHELD
ORDINARY BUSINESS			
1. To receive and adopt the Company's accounts for the year ended 31 December 2014 together with the reports of the Directors and auditors thereon.			
2. To re-elect M. Smith as a Director of the Company.			

3. To re-elect Dr. A. Ospelt as a Director of the Company.			
4. To re-elect J. S. Gordon as a Director of the Company.			
5. To recommend a final dividend of 3.00 pence per share for the year ended 31 December 2014.			
6. To re-appoint Grant Thornton UK 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 and to authorise the Board to fix their remuneration.			
SPECIAL BUSINESS			
Ordinary Resolution			
7. That, in accordance with Section 551 of the Companies Act 2006, 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 £431,144 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 authorities conferred on the Directors in accordance with Section 551 of the Companies Act 2006 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 Resolution			
8. That the Directors of the Company be given the general power under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash, pursuant to the authority conferred by resolution 7 set out in the notice of the annual general meeting of the Company dated 28 April 2015 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:- (a) the allotment of equity securities in connection with an offer by way of a rights issue or open 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; and (ii) to holders of other equity securities as required by the rights of those securities or 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, 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 £64,672. The power granted by this resolution will expire on the earlier of the conclusion of the annual general meeting of the Company next 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 Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such powers.			

Signature	**Date**

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude 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 be automatically terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the appropriate box provided. If you sign and return this proxy with no name inserted in the appropriate box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company Secretary at Steel House, Barnsley Road, Wombwell, Barnsley, South Yorkshire S73 8DS who will provide details of the required procedure. Please insert the number of ordinary shares or "A" ordinary shares in respect of which the form of proxy is given. If no number is inserted the form of proxy will be taken to have been given in respect of all ordinary shares or "A" ordinary shares held.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy this form of proxy must be:
    a. completed, signed and dated;
    b. sent or delivered to the Company Secretary at Steel House, Barnsley Road, Wombwell, Barnsley, South Yorkshire S73 8DS; and
    c. received by the Company Secretary no later than 48 hours before the time of the meeting (excluding weekends and bank holidays).
7. In the case of a member 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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 joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. 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.
11. To change your proxy instructions simply submit a new completed, signed and dated proxy form in accordance with note 6 above. Your new proxy form must be received by the Company Secretary no later than 48 hours before the time of the meeting (excluding weekends and bank holidays). If you need a new proxy form, please contact the Company Secretary at Steel House, Barnsley Road, Wombwell, South Yorkshire S73 8DS.
12. To terminate a proxy appointment you will need to inform the Company by sending a signed written notice stating your intention to revoke your proxy appointment to the Company Secretary at Steel House, Barnsley Road, Wombwell, Barnsley, South Yorkshire S73 8DS. The termination of proxy appointment must be received by the Company Secretary no later than the commencement of the Annual General Meeting.

BILLINGTON HOLDINGS PLC

AGENDA

For the Twenty Sixth Annual General Meeting
to be held on 1 June 2015, at 2pm at Wombwell.

1. Apologies
2. Minutes of previous AGM 2 June 2014
3. Notice convening an Annual General Meeting
4. Resolution 1 – Receipt of the 2014 Annual Report and Financial Statement
5. Resolution 2 – Re-election of Director M Smith
6. Resolution 3 – Re-election of Director Dr A Ospelt
7. Resolution 4 – Re-election of Director J S Gordon
8. Resolution 5 – Declaration of a final dividend
9. Resolution 6 – Re-appointment and remuneration of the auditors
10. Resolution 7 – General authority to allot shares
11. Resolution 8 – Disapplication of pre-emption rights
12. Any Other Business

Billington Holdings Plc

Minutes of the Twenty Fifth Annual General Meeting held at Barnsley Road, Wombwell, Barnsley on 2 June 2014 at 2pm.

Members Present: L.S.Holloway
P.K.Hems
J.S.Gordon
S.G.T.Fareham

In attendance: T.M.Taylor – Billington Holdings Plc
Dr.A.Ospelt – Billington Holdings Plc
M.Smith – Billington Holdings Plc
K.Mitchell – WH Ireland

Proxy Forms Received in favour of the Chairman.

No 1	Gulenga Investments PCC Ltd	6,451,318
No 2	B.J.Perryman	5,000
No 3	K.J.Garnell	356,666
No 4	Nortrust Nominees Ltd	1,035,000
No 5	M.J.Damany	200
	TOTAL	7,848,184

1. **Apologies**

   There were none

2. **Annual General Meeting**

   The meeting being quorate, was convened at the time, date and location notified to members on 28 April 2014.

   Mr Hems was appointed Chairman by the members.

   The Chairman was advised by the scrutineer of the presence of five members with a total shareholding of 374,028 shares.

3. **Minutes of previous meeting**

   The minutes of the previous meeting held on 3 June 2013, were approved by the members and signed by the Chairman.

4. **Notice Convening An Annual General Meeting**

   The notice of the Annual General Meeting was taken as read.

5. **Auditors Report**

   The report was taken as read.

6. **Ordinary Business**

RESOLUTION NO 1.

THAT, the report of the directors and the audited accounts for the period ended 31 December 2013 as circulated to shareholders be and are hereby received approved and adopted;

PROPOSED: S.G.T.Fareham

SECONDED: J.S.Gordon

Those voting for:	9
Those voting against:	0
Those abstaining:	0

RESOLUTION NO 2.

THAT, Mr.P.K.Hems be re-elected as a Director of the Company, who in accordance with the Company's Articles of Association retires from office and offers himself for re-election.

PROPOSED: S.G.T.Fareham

SECONDED: J.S.Gordon

Those voting for:	9
Those voting against:	0
Those voting abstaining:	0

RESOLUTION NO 3.

THAT, Mr.T.M.Taylor be re-elected as a Director of the Company, who in accordance with the Company's Articles of Association retires from office and offers himself for re-election.

PROPOSED: L.S.Holloway

SECONDED: J.S.Gordon

Those voting for:	9
Those voting against:	0
Those voting abstaining:	0

RESOLUTION NO 4.

THAT, Grant Thornton UK LLP be re-appointed as auditors and to authorise the Board to fix their remuneration.

PROPOSED: S.G.T.Fareham

SECONDED: L.S.Holloway

Those voting for:	9
Those voting against:	0
Those voting abstaining:	0

SPECIAL BUSINESS

7. **RESOLUTION NO 5.**

THAT, in accordance with Section 551 of the Companies Act 2006, 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 £431,144 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 authorities conferred on the Directors in accordance with Section 551 of the Companies Act 2006 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.

PROPOSED: L.S.Holloway

SECONDED: J.S.Gordon

Those voting for:	9 (8,222,212 shares)
Those voting against:	0
Those voting in abstaining:	0

Special Resolution

RESOLUTION NO 6.

THAT, the Director of the Company be given the general power under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash, pursuant of the authority conferred by resolution 6 set out in the notice of the annual general meeting of the Company dated 30 April 2013, 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:-

(a) the allotment of equity securities in connection with an offer by way of a rights issue or open 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; and

(ii) to holders of other equity securities as required by the rights of those securities or 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, 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 pursuant to paragraph (a) above) of equity securities having an aggregate nominal amount of up to £64,672.

The power granted by this resolution will expire on the earlier of the conclusion of the annual general meeting of the Company next 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 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 Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

PROPOSED: L.S.Holloway

SECONDED: J.S.Gordon

Those voting for:	9 (8,222,212 shares)
Those voting against:	0
Those voting in abstaining:	0

8. Any Other Business

There being no other business, the meeting was brought to a close at 3.11pm

Signed: ----------

Date: ----------