

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

2 May 2024

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 4 June 2024 at 2pm

Should it be your intention to attend the AGM you could please inform Darren Kemplay, Company Secretary dkemplay@billington-holdings.plc.uk as soon as possible and by no later than the close of business on Thursday 30 May 2024.

Should you not wish to attend the AGM in person we nevertheless recognise the importance of shareholders being able to cast their votes in respect of the business of the AGM as early as possible. This can be done by completing and signing the attached proxy form which can be submitted either by post or electronically to dkemplay@billington-holdings.plc.uk.

Shareholders are encouraged to appoint the chair of the meeting as their proxy to vote on their behalf. Proxy forms must be returned by no later than 2pm on Friday 31 May 2024.

This year there are 10 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 8,9 and 10 are proposed as special resolutions. This means that for these special resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolutions.

Shareholders should continue to monitor the Company’s website and announcements for any updates regarding the AGM.

I set out below a brief explanation of the resolutions.

- **RESOLUTION 1 – Receipt of the 2023 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 Directors**

Under article 106 of 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 L Scott who was appointed as a director of the Company on 1 September 2023.

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

Under article 101 of 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. The board proposes the re-election of M Smith and T M Taylor as directors of the Company.

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

The Directors recommend a final dividend of 33 pence per share, comprising an ordinary dividend of 20 pence per share and 13 pence per share as an additional exceptional amount reflective of the excellent performance of the Group for the year ended 31 December 2023.

- **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 before the Company. RSM UK Audit 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 Act**") and to grant rights to subscribe for or to convert any security into shares in the Company up to a nominal value of £431,144 (being approximately one third of the existing issued share capital of the Company). The authority, if approved, will expire on the fifth anniversary of the date of the resolution and is in substitution for all previous authorities conferred on the Directors.

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

To give the directors some flexibility to raise capital through a non-pre-emptive issue of shares, resolution 8 asks shareholders to renew the Director's authority to disapply the statutory pre-emption rights which would otherwise apply on an issue of shares for cash. The authority, if approved, shall be limited to allotments in connection with rights issues or other pre-emptive offers, or otherwise up to a maximum nominal amount of £129,343 (being approximately 10 per cent of the existing issued share capital of the Company) without offering them to other shareholders on a pre-emptive basis. This resolution is conditional on the passing of resolution 7 above. The powers 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 9 – Further disapplication of pre-emption rights**

In addition to the powers conferred by resolution 7, the Directors need the flexibility to finance (or refinance, if the authority is to be used within six months of the original transaction) a transaction or business opportunity as they arise without offering securities on a pre-emptive basis. Therefore, this resolution asks shareholders to give the Directors' authority to allot shares (or other equity securities) for cash up to a nominal value of £129,343 (being approximately 10 per cent of the existing issued share capital of the Company) without offering them to other shareholders on a pre-emptive basis for the purposes referred to above. This resolution is conditional on the passing of resolution 7 above. The powers 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 10 – Amendments to articles of association**

Under resolution 10, the Company is proposing to adopt new articles of association in substitution for the existing articles of association. The principal changes introduced by the new articles of association are that, in line with common practice, at each AGM every director who held office (other than any director appointed by the board after the notice of AGM has been given and before that AGM has been

held) shall retire from office, but is eligible for re-election. All of the Company's directors will be subject to annual re-election by shareholders, in accordance with the UK Corporate Governance Code.

A copy of the Company's existing articles of association and the proposed new articles of association marked to show all the changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office from the date of this notice of meeting until the close of the meeting. The proposed new articles of association will also be available for inspection at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

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, so by 2pm on Friday 31 May 2024. If you are in doubt as to what action to take, you should consult an independent advisor.

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.

Should you wish to comment on any issue arising from the annual report or these resolutions please do not hesitate to contact Darren Kemplay, Company Secretary dkemplay@billington-holdings.plc.uk.

Yours faithfully

A handwritten signature in black ink, appearing to be 'IL', with two long horizontal strokes extending to the right.

Ian Lawson
Non-Executive Chairman

2 May 2024

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

4 June 2024

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 4 June 2024 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, so by 2pm on 31 May 2024.

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 4 June 2024 at 2pm to consider the following business of which resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions:

Resolution 1:

To receive and adopt the Company’s accounts for the year ended 31 December 2023 together with the reports of the Directors and auditors thereon.

Resolution 2:

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 3:

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 4:

To re-elect as a Director of the Company T M Taylor 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 33 pence per share, comprising an ordinary dividend of 20 pence per share and 13 pence per share as an additional exceptional amount reflective of the excellent performance of the Group for the year ended 31 December 2023.

Resolution 6:

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 and to authorise the Board to fix their remuneration.

Resolution 7:

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 £431,144 (being approximately one third of the issued share capital of the Company as at the date 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.

The authority is in substitution for all previous 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.

Resolution 8:

Subject to the passing of resolution 7, the Directors of the Company be given the general power under Section 570 of the Companies Act 2006 ("**the Act**") to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 7 set out in the notice of the AGM of the Company dated 2 May 2024, 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 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 £129,343 (being approximately 10% of the entire issued share capital of the Company as at 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 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 9:

Subject to the passing of resolution 7, the Directors of the Company be given the general power under Section 570 of the Companies Act 2006 ("**the Act**") to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 7 set out in the notice of the AGM of the Company dated 2 May 2024, 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 £129,343 (being approximately 10% of the entire issued share capital of the Company as at the date 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 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 10

That with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the chair, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By Order of the Board

A handwritten signature in black ink, appearing to read 'D.P. Kemplay', written over a horizontal line.

D P Kemplay
Company Secretary
Billington Holdings Plc
Steel House, Barnsley Road, Wombwell, Barnsley
South Yorkshire
S73 8DS

NOTES:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2007 (as amended), only those shareholders registered in the Company's register of members at 6.00 pm on 31 May 2024 or if this meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting shall be entitled to return a proxy form. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to appoint a proxy.
2. A member of the Company at the time set out in note 1 above, is 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.
3. 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.
4. 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.
5. As at 1 May 2024 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consisted of 12,860,959 ordinary shares of 10 pence each and [73,368] A ordinary shares of 10 pence each, with one voting right per share. As such, the total voting rights in the Company as at 2 May 2024 are 12,934,327.

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 chair 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 4 June 2024 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 2023 together with the reports of the Directors and auditors thereon.			
2. To re-elect L Scott as a Director of the Company.			
3. To re-elect M Smith as a Director of the Company.			
4. To re-elect T M Taylor as a Director of the Company.			
5. The Directors recommend a final dividend of 33 pence per share comprising an ordinary dividend of 20 pence per share and 13			

<p>pence per share as an additional exceptional amount reflective of the excellent performance of the Group for the year ended 31 December 2023.</p>			
<p>6. 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 and to authorise the Board to fix their remuneration.</p>			
<p>SPECIAL BUSINESS</p>			
<p>Ordinary Resolution</p>			
<p>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 (being approximately one third of the issued share capital of the Company as at the date 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.</p> <p>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.</p>			
<p>Special Resolutions</p>			
<p>8. Subject to the passing of resolution 7, 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 2 May 2024 as if Section 561(1) and subsections (1)-(6) of Section 562 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:-</p> <p>(a) the allotment of equity securities in connection with an offer by way of a rights issue or open offer:</p> <p>(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</p> <p>(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,</p> <p>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</p> <p>(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities having an aggregate nominal amount of up to £129,343 (being approximately 10% of the entire issued share capital of the Company as at the date of this notice).</p> <p>The power granted by this resolution will expire on the earlier of the conclusion of the annual general meeting of the Company</p>			

<p>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.</p> <p>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.</p>			
<p>9. Subject to the passing of resolution 7, the Directors of the Company be given the general power under Section 570 of the Companies Act 2006 ("the Act") to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 7 set out in the notice of the AGM of the Company dated 2 May 2024, as if Section 561(1) and subsections (1)-(6) of Section 562 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:-</p> <p>(a) the allotment of equity securities having an aggregate nominal amount of up to £129,343 (being approximately 10% of the entire issued share capital of the Company as at the date of this notice); and</p> <p>(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.</p> <p>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.</p> <p>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.</p>			
<p>10. That with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the chair, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association</p>			

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 Chair 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 Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, 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 Chair 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. Your proxy may vote on a show of hands or a poll.
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), being 2pm on 31 May 2024.
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. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that they do not do so in relation to the same shares.
11. 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.
12. 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), being 2pm on 31 May 2024. If you need a new proxy form, please contact the Company Secretary at Steel House, Barnsley Road, Wombwell, South Yorkshire, S73 8DS.

13. 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.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this proxy form or accompanying document to communicate with the Company for any purpose other than those expressly stated (if any).

BILLINGTON HOLDINGS PLC

AGENDA

For the Thirty Fifth Annual General Meeting
to be held on 4 June 2024, at 2pm at Wombwell.

1. Apologies
2. Minutes of previous AGM 6 June 2023
3. Notice convening an Annual General Meeting
4. Resolution 1 – Receipt of the 2023 Annual Report and Financial Statements
5. Resolution 2 – Re-election of Director L Scott
6. Resolution 3 – Re-election of M Smith
7. Resolution 4 – Re-election of T M Taylor
8. Resolution 5 – Declaration of 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. Resolution 9 – Further disapplication of pre-emption rights
13. Resolution 10 – Amendments to articles of association
14. Any Other Business

Billington Holdings Plc

**Minutes of the Thirty Fourth Annual General Meeting
held at finnCap, One Bartholomew Close, London, EC1A 7BL on 6 June 2023
at 2pm.**

Members Present: I M Lawson
M Smith
T M Taylor
A Ospelt
J S Gordon
D P Kemplay

In attendance:

Proxy Forms Received in favour of the Chairman of the meeting.

No 1	Gutenga Investments PCC Ltd	4,707,985
No 2	RE & HM Timms	14,000
No 3	Louise King	5,000
No 4	Vidacos Nominees	268,451
No 5	Seguro Nominees Limited GPIMCore	686,320
No 6	Interactive Investment Services Limited SMKTISAS	17,637
No 7	Interactive Investment Services Limited SMKTNOMS	3,540
No 8	Interactive Investment Services Limited TDWHSIPP	6,331
No 9	Hargreaves Lansdown 15942	60,000
No 10	Hargreaves Lansdown HLNOM	84,350
No 11	Hargreaves Lansdown VRA	250
No 12	Pershing Nominees Limited SHCLT	326,333
No 13	Aurora Nominees Limited	440,000
No 14	The Bank of New York (Nominees) Limited Undesignated	520,926
No 15	Nortrust Nominees Limited – Undesignated	382,893
No 16	Nortrust Nominees Limited – TDS	71,250
No 17	Lion Nominees Limited	1,512,637
No 18	HSDL Nominees Limited	7,578
	TOTAL	9,115,481

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 5 May 2023.

Mr I M Lawson was appointed Chairman by the members.

The Chairman was advised by the scrutineer of the presence of 6 members.

3. Minutes of previous meeting

The minutes of the previous meeting held on 31 May 2022, were approved by the members and signed by the Chairman.

4. Notice Convening 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 2022 as circulated to shareholders be and are hereby received approved and adopted;

PROPOSED: D P Kemplay

SECONDED: T M Taylor

Those voting for: 6

Those voting against: 0

Those abstaining: 0

RESOLUTION NO 2.

THAT, Mr A Ospelt 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: I M Lawson

SECONDED: J S Gordon

Those voting for: 6

Those voting against: 0

Those voting abstaining: 0

RESOLUTION NO 3.

THAT, the Directors recommend a final dividend of 15.5 pence per share for the year ended 31 December 2022.

PROPOSED: M Smith

SECONDED: T M Taylor

Those voting for: 6

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: A Ospelt

SECONDED: D P Kemplay

Those voting for: 6

Those voting against: 0

Those voting abstaining: 0

7. SPECIAL BUSINESS

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 (being approximately one third of the issued share capital of the Company as at the date 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. The authority is in substitution for all previous 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.

PROPOSED: J S Gordon

SECONDED: A Ospelt

Those voting for: 6

Those voting against: 0

Those voting in abstaining: 0

Special Resolutions

RESOLUTION NO 6.

THAT, the Directors of the Company be given the general power under Section 570 of the Companies Act 2006 ("**the Act**") to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 5 set out in the notice of the AGM of the Company dated 5 May 2023, 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 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 £129,343 (being approximately 10% of the entire issued share capital of the Company as at 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 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.

PROPOSED: D P Kemplay

SECONDED: T M Taylor

Those voting for: 6

Those voting against: 0

Those voting in abstaining: 0

RESOLUTION NO 7

THAT , the Directors of the Company be given the general power under Section 570 of the Companies Act 2006 ("**the Act**") to allot equity securities (as defined in Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 5 set out in the notice of the AGM of the Company dated 5 May 2023, 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 £129,343 (being approximately 10% of the entire issued share capital of the Company as at the date 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 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.

PROPOSED: M Smith

SECONDED: T M Taylor

Those voting for: 6

Those voting against: 0

Those voting in abstaining: 0

8. Any Other Business

The Chairman Mr Ian Lawson wished to place on record his thanks to Mr J S Gordon who was retiring as a Non-executive Director following the close of business of the AGM.

The meeting was then brought to a close at 2.15 p.m.

Signed:

Date: