

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000.** If you have sold or otherwise transferred all your shares in Renew Holdings plc, please forward this document and the accompanying form of proxy (the "Proxy Form") to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The directors of Renew Holdings plc consider all of the proposed resolutions to be in the best interests of shareholders and accordingly recommend that shareholders vote in favour of all of the resolutions proposed.



## **RENEW HOLDINGS PLC**

**(Incorporated and registered in England and Wales under Company Number 650447)**

### **NOTICE OF GENERAL MEETING**

Notice of a general meeting of the Company to be held at the registered office of the Company at Yew Trees, Main Street North, Aberford, West Yorkshire LS25 3AA on 26 February 2018 at 4.00pm is set out at the end of this document.

Whether or not you propose to attend the general meeting, please complete and submit a Proxy Form in accordance with the instructions printed on the enclosed form. The Proxy Form must be received by the Company's registrars, Link Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 4.00pm on 22 February 2018.

# Notice of General Meeting

## **RENEW HOLDINGS PLC**

(Incorporated and registered in England and Wales under Company Number 650447)

### **Registered Office:**

Renew Holdings plc  
Yew Trees  
Main Street North  
Aberford  
West Yorkshire  
LS25 3AA

9 February 2018

To the Shareholders of Renew Holdings plc

Dear Shareholder,

### **Notice of General Meeting**

I am writing to you with details of a general meeting of the Company (the "General Meeting") which we are holding at the registered office of the Company at Yew Trees, Main Street North, Aberford, West Yorkshire LS25 3AA on 26 February 2018 at 4.00pm. The formal notice of General Meeting is set out on pages 3 and 4 of this document.

If you would like to vote on the resolutions but cannot attend the General Meeting, please complete the Proxy Form sent to you with this document and return it to our registrars, Link Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so that it is received by the registrars by no later than 4.00pm on 22 February 2018.

### **Explanation for calling the General Meeting and of the resolutions being proposed**

The Company held its annual general meeting on 31 January 2018 (the "2018 AGM"), at which all of the resolutions proposed were duly passed.

Since the 2018 AGM, it has come to the attention of the Board that resolution 9, which was proposed and passed as a special resolution at that meeting, was stated to expire at the end of the 2018 AGM, that is, the meeting at which it was passed (in addition, that resolution also only gave authority to allot shares, or grant rights over shares, representing approximately five per cent. of the Company's issued share capital, whereas it is considered standard for that authority to be for an amount equal to one third of the issued share capital). As such the Company does not have in place any authority for the directors to allot shares, or grant rights over shares. The directors consider it prudent, and best practice, to have a 'standing' authority in place to allot shares, or grant rights over shares, up to an amount equal to one third of the Company's issued share capital.

### **Resolution 1 to be proposed at the General Meeting**

Resolution 1, if passed, will grant the directors of the Company authority to allot shares, or grant rights over shares, up to an aggregate nominal amount of £2,086,382 (being approximately one third of the Company's current issued share capital as at 6 February 2018 (being the latest practicable date prior to publication of this document)). This authority, if granted, will replace and be in substitution for all existing like authorities (if any) and will expire at the conclusion of the Company's 2019 annual general meeting or on 30 April 2019, whichever is earlier. The authority being sought is in line with the Share Capital Management Guidelines issued by The Investment Association.

### **Resolution 2 to be proposed at the General Meeting**

As resolution 10 passed at the 2018 AGM (disapplication of pre-emption rights) refers back to the authority granted pursuant to resolution 9 at that meeting (which, as noted above, has now expired), the directors are also proposing Resolution 2 at the General Meeting to give the directors some flexibility to raise capital through a non-pre-emptive issues of shares.

Resolution 2, if passed, disapplies the statutory pre-emption rights which would otherwise apply on an issue of shares for cash and is limited to allotments in connection with rights issues, or otherwise up to a maximum nominal amount of £312,957 (being approximately five per cent. of the Company's current issued share capital as at 6 February 2018 (being the latest practicable date prior to publication of this document)). The power being sought is in line with the Pre-emption Group's Statement of Principles. This power, if granted, will replace and be in substitution for all existing like powers and will expire at the conclusion of the Company's 2019 annual general meeting or on 30 April 2019, whichever is earlier.

### **Recommendation**

The directors of Renew Holdings plc consider all of the proposed resolutions to be in the best interests of shareholders and accordingly recommend that shareholders vote in favour of all of the resolutions proposed.

Yours sincerely,

**David Forbes**

Chairman

## RENEW HOLDINGS PLC (“COMPANY”)

(Incorporated and registered in England and Wales under Company Number 650447)

### NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at the registered office of the Company at Yew Trees, Main Street North, Aberford, West Yorkshire LS25 3AA on 26 February 2018 at 4.00pm to consider and, if thought fit, pass resolution 1 as an ordinary resolution and resolution 2 as a special resolution.

The meeting will consider the following business:

### ORDINARY RESOLUTION

1. **THAT** the directors of the Company (the “Directors”) be and are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (“Act”) to exercise all the powers of the Company 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 £2,086,382, such authority to apply in substitution for all previous authorities granted pursuant to Section 551 of the Act (but without prejudice to any allotment of any shares or the grant of any Rights already made or agreed to be made pursuant to such authorities) and (unless renewed, varied or revoked by the Company prior to or on such date) such authority to expire at the end of the Company’s annual general meeting in 2019 or on 30 April 2019, whichever is the earlier, but, in each case, save that the Company may make offers and enter into agreements before this authority expires which would, or might, require shares to be allotted or Rights to be granted after this authority ends and the Directors may allot shares or grant such Rights pursuant to any such agreement as if this authority had not expired.

### SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 above, the directors of the Company (the “Directors”) be and are hereby given the general power pursuant to Section 570 of the Companies Act 2006 (“Act”) to allot equity securities (as defined by Section 560(1) of the Act) wholly for cash pursuant to the authority given in resolution 1 above, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer by way of rights issue to holders of ordinary shares in proportion (as nearly may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to sub-paragraph 2(a) of this resolution, up to an aggregate nominal amount of £312,957.

The power granted by this resolution will expire at the end of the Company’s annual general meeting in 2019 or on 30 April 2019 whichever is the earlier (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.

By order of the Board



### Sean Wyndham-Quin

Company Secretary of Renew Holdings plc

9 February 2018

Registered Office: Renew Holdings plc, Yew Trees, Main Street North, Aberford, West Yorkshire, LS25 3AA

Registered in England and Wales No.: 650447

# Notes to the Notice of General Meeting

## Notes

1. A member of the Company must be entered on the Register of Members by 6.30pm on 22 February 2018 (or, if the meeting is adjourned, by 6.30pm on the date which is two days prior to any adjourned meeting) in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
2. A member entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
3. Proxy Forms and the powers of attorney or other authority, if any, under which they are signed need to be deposited at the office of the Company's Registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 4.00pm on 22 February 2018. Shareholders wishing to vote online should go to [www.signalshares.com](http://www.signalshares.com) and follow the instructions. Completion of a Proxy Form or any CREST proxy instruction (as described in paragraph 5 below) will not preclude a shareholder from attending and voting in person at the meeting.
4. A 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 no more than one corporate representative exercises powers over the same share.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear") and must contain the information required for such instruction, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 4.00pm on 22 February 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(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 system 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.

6. As at 6 February 2018 (being the last practicable date prior to the posting of this document), the Company's issued share capital consists of 62,591,451 ordinary shares of £0.10 each, carrying one vote each. The Company holds no shares in treasury. Therefore, the total voting rights in the Company as at such date are 62,591,451.
7. A copy of this notice can be found at [www.renewholdings.com](http://www.renewholdings.com).



## Renew Holdings plc

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Aberford  
Leeds  
LS25 3AA  
tel: 0113 281 4200  
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Company Number: 650447  
Registered in England & Wales