

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of Annual General Meeting



(Incorporated in England and Wales with registered number 09791105)

Letter from the Chair

2 February 2023

Dear Shareholder

On behalf of the Directors of Watkin Jones plc (the “Company”), I am writing to you with details of the 2023 Annual General Meeting (the “AGM”) of the Company which will be held at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN, at 10.30am on 28 February 2023.

The formal notice (the “Notice”) is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM.

Meeting arrangements

At the time of writing, there are no UK government restrictions on public gatherings, and shareholders are invited to attend the AGM in person. If you do wish to attend the AGM in person, please pre-register your intention to do so by emailing watkinjones@buchanan.uk.com (please state ‘Watkin Jones plc: AGM’ in the subject line of the email and include your full name and investor code, which can be found on your share certificate or by signing into signalshares.com) by no later than 10.30am on 21 February 2023.

We continue to be mindful of the health and safety of our colleagues and shareholders and ask that you do not attend the AGM in person if you have any symptoms of COVID-19 or have recently been in contact with anyone who has tested positive. Given that we may need to adapt our AGM arrangements at short notice in response to UK government restrictions, we recommend that shareholders monitor the AGM section of the Company’s website (watkinjonesplc.com/results-and-news/aggm/2023) for any updates.

A live webcast of the AGM is being provided so that shareholders will be able to listen to the proceedings. Shareholders listening to the AGM via the webcast will not count in the quorum of the meeting and should submit their votes by proxy in advance.

Voting

Whether you intend to attend in person or not, you can still vote on the resolutions by proxy. Completion and return of the proxy form will not prevent you from attending and voting at the AGM in person.

Shareholders are encouraged to appoint the Chair of the AGM as their proxy with their voting instructions to ensure their votes are counted if ultimately a shareholder (or any other proxy a shareholder might otherwise appoint) is not able to attend the AGM. If you give the Chair of the AGM discretion over how to vote, your vote will be submitted in line with the Directors’ recommendation for each resolution.

A proxy form is enclosed. Proxy forms should be completed in accordance with the instructions set out therein and returned to the Company’s registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, no later than 10.30am on 24 February 2023.

You can also submit your proxy form online through the website of our Registrar, Link Group (signalshares.com), to be received by no later than 10.30am on 24 February 2023. To vote online you will need to log in to your Signal Shares account or register on the site if you have not already done so. To register on the Signal Shares website you will need your investor code. Once registered you will immediately be able to vote. If you are unable to locate any of the documents on the web page or need any help with voting online, please contact our Registrar on the Link Group Shareholder Helpline, on either 0371 664 0300 from the UK or from overseas on +44 (0)371 664 0300¹. Alternatively, you can also contact Link Group by email at shareholderenquiries@linkgroup.co.uk.

Webcast and questions

To attend the live webcast, please contact Buchanan at watkinjones@buchanan.uk.com no later than 10.30am on 24 February 2023. You will be required to provide details including your investor code to verify your identity.

There will be no facility to ask questions live at the AGM; however, shareholders are invited to submit questions on any business to be dealt with at the AGM in advance of the meeting via email at watkinjones@buchanan.uk.com by no later than 10.30am on 21 February 2023.

When submitting questions by email, please state ‘Watkin Jones plc: AGM’ in the subject line of the email and include your full name and investor code, which can be found on your share certificate or by signing into signalshares.com. Alternatively, please contact our Registrar on the Link Group Shareholder Helpline using the contact details above. The Board will seek to respond to questions so submitted either on our website at watkinjonesplc.com/results-and-news/aggm/2023, at the AGM or individually (as appropriate).

Recommendation

The Directors believe that the resolutions set out in the Notice are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions to be proposed at the AGM. The Directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

I thank you for your continued support.

Yours faithfully

Alan Giddins

Chair

¹. Calls from the UK are charged at the standard geographical rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Telephone lines are open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Watkin Jones plc (the “Company”) on 28 February 2023 will commence at 10.30am for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions:

1. To receive the Company’s financial statements and the reports of the Directors and of the auditor for the year ended 30 September 2022.
2. To declare a final dividend for the year ended 30 September 2022 of 4.5 pence per ordinary share of the Company, to be paid on 2 March 2023 to shareholders whose names appear on the register of members of the Company as at close of business on 3 February 2023.
3. To approve the Directors’ remuneration report for the year ended 30 September 2022. (Please see note 1.)
4. To re-elect Alan Giddins as a Director of the Company.
5. To re-elect Richard Simpson as a Director of the Company.
6. To re-elect Sarah Sergeant as a Director of the Company.
7. To re-elect Liz Reilly as a Director of the Company.
8. To elect Alex Pease as a Director of the Company.
9. To elect Rachel Addison as a Director of the Company.
10. To elect Francis Salway as a Director of the Company.
11. To re-appoint Deloitte LLP as the Company’s auditor to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid. (Please see note 3.)
12. To authorise the Directors to agree the remuneration of the auditor of the Company.

Special Business

13. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution pursuant to Section 551 of the Companies Act 2006 (the “Act”):

To authorise the Directors generally and unconditionally to exercise all the powers of the Company to:

- (a) allot shares in the Company and/or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £854,768 (such amount to be reduced by the nominal amount of any equity securities allotted under sub-paragraph (b) below in excess of £854,768); and further
- (b) allot equity securities (within the meaning of Section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £1,709,536 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under sub-paragraph (a) above),

subject only to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange, provided that these authorities replace any existing authorities to allot shares or grant rights and, unless previously revoked, varied or renewed, shall expire on the conclusion of the next Annual General Meeting of the Company, or if earlier, 15 months from the date of the passing of this resolution but so as to enable the Company before such date to make offers or agreements which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement as if the authorities conferred hereby had not expired. (Please see note 4.)

14. Subject to the passing of resolution 13 above, to consider, and if thought fit, to pass the following resolution as a Special Resolution:

To empower the Directors in accordance with Sections 570 to 573 of the Act, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with Section 560 of the Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 13 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:

- (a) in connection with an issue or offer by way of rights in favour of holders of equity securities and of any other person entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held or deemed to be held by them on the record date of such allotment or are otherwise in accordance with their respective entitlements, subject only to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange; and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £128,215, save that the Company may, before expiry of those authorities, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authorities had not expired. (Please see note 5.)

Notice of Annual General Meeting continued

15. Subject to the passing of resolutions 13 and 14 above, to consider, and if thought fit, to pass the following resolution as a Special Resolution:

To empower the Directors, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with Section 560 of the Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 13 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:

- (a) up to an aggregate nominal amount of £128,215; and
- (b) used for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, save that the Company may, before expiry of those authorities, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authorities had not expired. (Please see note 5.)

16. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (as defined in Section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 25,643,037 (representing approximately 10% of the Company's issued ordinary share capital at the date of this Notice);
- (b) the minimum price (excluding expenses) which may be paid for an ordinary share is £0.01 per share being the nominal amount thereof;
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share shall be the higher of (i) 5% above the average of the middle market quotation of an ordinary share of the Company taken from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the purchase is made and (ii) the higher of the price of the last independent trade on the trading venues where the purchase is carried out and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall (unless previously renewed, varied or revoked) expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, the date which is 15 months after the date on which this resolution is passed; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired. (Please see note 6.)

17. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice. (Please see note 8.)

By order of the Board

Kerry Watson

Company Secretary

2 February 2023

Registered Office:

7-9 Swallow Street
London
W1B 4DE

Registered in England and Wales

Number: 09791105

Notes

1. Resolution 3 (Directors' Remuneration Report): Unlike companies which are listed on the Main Market of the London Stock Exchange, the Company, as an AIM listed company, is not required to present the Directors' remuneration report to its shareholders under section 439 of the Act. However, the Directors consider it best practice to put the Directors' remuneration report for the year ended 30 September 2022 to its shareholders for approval. The vote is advisory and not binding – so the contents of the Directors' remuneration report will not change whether or not the vote is passed.
2. Resolutions 4 to 10 (inclusive) (Election and re-election of Directors): In accordance with best practice, all the Directors will retire and submit themselves for election or re-election at this AGM. Biographies of each of the Directors can be found in the Governance section of the annual report for the year ended 30 September 2022 and on the Company's website watkinjonesplc.com/about-us/our-board-of-directors. Following the last Board effectiveness review, the Board considers that both the Executive and Non-Executive Directors continue to perform effectively and that it is appropriate for them to continue to serve as Directors of the Company.
3. Resolutions 11 and 12 (inclusive) (Appointment of auditor): On the Audit Committee's recommendation, the Directors propose the re-appointment of the Company's existing external auditor, Deloitte LLP, until the conclusion of the next Annual General Meeting at which accounts are laid. A resolution to approve this re-appointment (and the auditor's remuneration) therefore needs to be put to the shareholders at the AGM.
4. Resolution 13 (Directors' authority to allot securities under Section 551 of the Act): Ordinary Resolution 13 will, if approved, authorise the Directors to (i) allot shares with an aggregate nominal amount of up to £854,768 (representing 33.33% of the issued share capital at the date of this Notice), such amount to be reduced by any shares allotted or rights granted under sub-paragraph (b) of the resolution in excess of £854,768; and (ii) allot shares with an aggregate nominal amount of up to £1,709,536 (representing 66.66% of the issued share capital at the date of this Notice), such amount to be reduced by any shares allotted or rights granted under sub-paragraph (a) of the resolution, in connection with a rights issue in favour of ordinary shareholders; in each case for a period of 15 months or, if earlier, until the end of the next Annual General Meeting. These authorities succeed those previously granted. The Directors have no current intention to allot shares except in connection with employee share incentive schemes. However, it is considered prudent to maintain the flexibility that these authorities provide. If they do exercise these authorities, the Directors intend to follow best practice as regards their use as recommended by The Investment Association.
5. Resolutions 14 and 15 (Disapplication of pre-emption rights): Under Section 561(1) of the Act, Special Resolutions 14 and 15 will, if approved, disapply the statutory pre-emption rights and enable the Directors to allot shares for cash or sell treasury shares for cash up to a maximum aggregate nominal value of £256,430 (which represents approximately 10% of the Company's issued share capital as at the date of this Notice). The powers proposed under Resolution 14 will be limited to allotments or sales (i) within the authorities granted pursuant to Resolution 13 and (ii) in any other case, up to an aggregate nominal amount of £128,215 (which represents approximately 5% of the Company's issued share capital as at the date of this Notice).

The powers proposed under Resolution 15 will be limited to allotments or sales (i) up to an aggregate nominal amount of £128,215 (which represents approximately 5% of the Company's issued share capital as at the date of this Notice) and (ii) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

There are no present plans to exercise these authorities and, in accordance with the guidelines issued by the Pre-Emption Group, the Directors do not expect to allot shares for cash on a non-pre-emptive basis pursuant to the authorities in Resolutions 14 and 15: (i) in excess of an amount equal to 5% of the issued share capital of the Company; or (ii) in excess of an amount equal to 7.5% of the issued share capital of the Company within a rolling three-year period, without prior consultation with the Company's shareholders, the investment committees of The Investment Association and the Pensions and Lifetime Savings Association, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

If given, these authorities shall expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, 15 months from the passing of the resolutions. The existing pre-emption powers will expire at the end of this year's AGM and the Directors intend to renew this authority annually.

6. Resolution 16 (Authority to purchase own shares): Resolution 16 seeks authority for the Company to make market purchases of up to 10% of its own ordinary shares. The existing power to this effect will expire at the end of this year's AGM. The ordinary shares purchased pursuant to this Special Resolution will be either cancelled on buy-back or held in treasury. The Directors only intend to exercise this power if they believe that it would increase earnings per share and would be in the best interests of shareholders generally, or in the case of creation of treasury shares, that to do so would be in the interests of shareholders generally.
7. On the date of this Notice, there are no options to subscribe for ordinary shares in the Company nor does the Company currently hold any shares as treasury shares.
8. Resolution 17 (Notice of general meetings). The notice period required by the Act for general meetings of traded companies is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. The Company is not a traded company for the purposes of the Act but is choosing to put Special Resolution 17 to shareholders to comply with best practice. Annual General Meetings will continue to be held on at least 21 clear days' notice.

The authority granted by Resolution 17, if passed, will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period afforded by Resolution 17 would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. It is the Directors' intention not to call a meeting on less than 14 working days' notice unless there is a need for urgency.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered in the register of members in order to have the right to attend or vote at the AGM is close of business on 24 February 2023. If the AGM is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is close of business on the day which is two working days prior to the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
10. A member is entitled to appoint one or more proxies to exercise all or any of such member's rights to attend, speak and vote on behalf of the member at the AGM. A proxy need not be a member of the Company. To be valid, a proxy form must be lodged with the Company's registrars, Link Group, by 10.30am on 24 February 2023. A proxy may only be appointed in accordance with the procedures set out in this Notice and the notes to the proxy form. If you submit more than one proxy form, the appointment received last before the latest time for the receipt of proxies will take precedence. Appointing a proxy does not preclude members from attending and voting at the AGM in person or electronically. However, if you subsequently vote on a resolution in person, or electronically, the appointment of your proxy or proxies will not be valid on that resolution.
11. A person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between himself/herself and the shareholder by whom he/she was nominated, have the right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may under any such agreement have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of shareholders in relation to the appointment of proxies in note 10 above do not apply to Nominated Persons. The rights described in that note may only be exercised by shareholders of the Company.
12. Any corporate member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Under Section 319A of the Act, a member attending the AGM has the right to ask questions in relation to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

14. Each of the resolutions to be put to the AGM will be voted on by a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website once the votes have been counted and verified.
15. Copies of the contracts of service between the Directors and the Company and the letters of appointment of the Non-Executive Directors are available on request during usual business hours at the registered office of the Company on each business day from the date of this Notice until the date of the AGM. They will also be available at the place of the AGM from at least 15 minutes before the AGM until it ends.
16. As at 24 January 2023, being the last business day prior to the publication of this Notice, the Company's issued share capital consisted of 256,430,367 ordinary shares carrying one vote each. The Company does not hold any ordinary shares in treasury. The total voting rights in the Company as at 24 January 2023 are therefore 256,430,367.
17. 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 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.
18. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via euroclear.com). 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 Link Group (ID RA10) by 10.30am on 24 February 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Link Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
19. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
20. 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.
21. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
22. A copy of this Notice and other information required by Section 311A of the Act can be found on the Company's website at watinjonesplc.com.
23. The Board considers the resolutions are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 1,253,307 shares representing approximately 0.49% of the existing issued ordinary share capital of the Company.



Creating the future of living

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