

THIS NOTICE AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or other professional adviser.

If you sell or have recently sold or transferred all of your ordinary shares in Vulcan Industries PLC, please forward this Notice and accompanying Form of Proxy at once 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.

The distribution of this Document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in the Company.

VULCAN INDUSTRIES PLC

(incorporated and registered in England and Wales under number 11640409)

NOTICE OF ANNUAL GENERAL MEETING



Notice of the Annual General Meeting of Vulcan Industries PLC (the “**Company**”) to be held at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11:00 a.m. on 13 May 2022 is set out in pages 6 to 8 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company’s Registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible and in any event so as to arrive no later than 11:00 a.m. on 11 May 2022.

Completion and return of a form of proxy will not prevent members from attending and voting in person should they wish to do so.

LETTER FROM THE CHAIRMAN

VULCAN INDUSTRIES PLC

(Incorporated and registered in England & Wales with registered number 11640409)

Directors:

Ian Tordoff (Executive Chairman)
John Hunter Maxwell (Non-Executive Director)
Neil Clayton (Group Finance Director)

Registered Office:

Hill Dickinson LLP
8th Floor
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

To the Shareholders and, for information only, to the holders of warrants and options

19 April 2022

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

Introduction

I am writing to you with details of the AGM of the Company which will be held at 11:00 a.m. on 13 May 2022 at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW.

Terms defined herein have the meaning given to them in the Definitions section on page 4 of this document.

Resolutions at the Annual General Meeting

Resolution 1 - Receiving and Considering the Accounts

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 March 2021 together with the report of the directors and the report of the auditors thereon.

Resolution 2 – Reappointment of Auditors

This Resolution seeks to authorise the re-appointment of PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

Resolution 3 – Directors’ Authority to Allot Shares

This is an ordinary resolution to grant the Directors with authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act up to the maximum aggregate nominal amount of £500,000. The directors have a pipeline of

acquisition opportunities in line with the business plan and are seeking these authorities to be able to issue equity as consideration and to respond quickly to conclude any agreements. This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

Resolution 4 – Disapplication of Pre-emption Rights

Resolution 4 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £500,000 for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 3 above.

The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

Voting and action to be taken by Shareholders

A Form of Proxy for use at the Annual General Meeting is enclosed with this Document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company at Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible, but in any event so as to be received by no later than 11:00 a.m. on 11 May 2022. The completion and return of a Form of Proxy will not preclude Shareholders from attending the Annual General Meeting and voting in person should they so wish.

Recommendation

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions.

Yours faithfully

Ian Tordoff
Chairman

DEFINITIONS

The following definitions apply throughout this Document, unless the context otherwise requires:

“Act”	the Companies Act 2006
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, United Kingdom on 11:00 a.m. on 13 May 2022, notice of which is set out at the end of this document
“Board” or “Directors”	the directors of the Company whose names are set out on page 5 of this document
“Company”	Vulcan Industries Plc, a company incorporated and registered in England and Wales, with registered number 11640409
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
“Document”	this document, containing details of the Resolutions
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy for use by the Shareholders in connection with the AGM
“Group”	the Company and its subsidiary undertakings
“Issued Share Capital”	the 526,334,602 Ordinary Shares in issue as at the date of this Document
“London Stock Exchange”	the London Stock Exchange Group plc
“Ordinary Shares”	the ordinary shares of £0.0004 each in the capital of the Company

“Regulatory Information Service”	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
“Resolutions”	the resolutions to be proposed at the AGM, notice of which is set out at the end of this document
“Shareholders”	the holders of Ordinary Shares in the Company

VULCAN INDUSTRIES PLC

(Registered in England and Wales with company number 11640409)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Vulcan Industries Plc (“**Company**”) will be held at 11:00 a.m. on 13 May 2022 for the purpose of considering and if thought fit passing the Resolutions set out below, of which resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and resolution 4 will be proposed as a special resolution.

In this Notice, words and defined terms shall have the same meanings as words and defined terms in the Document to which this Notice is attached.

ORDINARY RESOLUTIONS

Resolution 1: To receive and consider the financial statements for the period ended 31 March 2021 together with the report of the Directors and the report of the auditors thereon.

Resolution 2: To re-appoint PKF Littlejohn LLP as auditors and to authorise the Directors to determine their remuneration.

Resolution 3: That, pursuant to section 551 of the Companies Act 2006 (the “**Act**”) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £500,000 **PROVIDED** that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

SPECIAL RESOLUTION

Resolution 4: That, subject to the passing of Resolution 3 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, 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 of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective

holdings; and 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 arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £500,000;

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

Ian Tordoff
Chairman

19 April 2022

Registered office:

Hill Dickinson LLP
8th Floor
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

Notes:

- 1 Shareholders entitled to attend and to speak and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint the Chairman as their proxy in relation to the Annual General Meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD no later than 11:00 a.m. on 11 May 2022.
- 3 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.
- 4 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 & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or 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, Neville Registrars Limited (ID: 7RA11) by 11:00 a.m. on 11 May 2022. 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 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.
- 5 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 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 7 To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 11:00 a.m. on 11 May 2022 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 8 Any corporation which is a 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.
- 9 As at the close of business on 18 April 2022, the Company’s issued share capital comprised 526,334,602 ordinary shares of £0.0004 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 526,334,602.