

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 83rd Annual General Meeting (“AGM”) of Norman Broadbent plc will be held at 10am at 7th Floor Millbank Tower, 21-24 Millbank, London SW1P 4QP (and by Zoom conference software meeting) on 23rd June 2022 to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 8 will be proposed as ordinary resolutions and resolution 9 will be proposed as a special resolution:

Ordinary Resolutions

- 1 To receive and adopt the statement of accounts of the Company for the year ended 31 December 2021 together with the reports of the Directors and Auditors thereon.
- 2 To re-elect Stephen Smith, who is retiring by rotation in accordance with the articles of the Company and who offers himself for re-election as a Director of the Company.
- 3 To re-elect Peter Searle, who only holds office until the date of this AGM in accordance with the articles of the Company and who automatically offers himself up for election.
- 4 To re-elect Kevin Davidson, who only holds office until the date of this AGM in accordance with the articles of the Company and who automatically offers himself up for election.
- 5 To re-elect Devyani Vaishampayan, who only holds office until the date of this AGM in accordance with the articles of the Company and who automatically offers herself up for election.
- 6 To appoint Kreston Reeves LLP as Auditors to act as such until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors of the Company to fix their remuneration.
- 7 That in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the Act):
 - (a) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (those shares and rights being together referred to as Relevant Securities) up to a total nominal value of £200,444 to those persons at the times and generally on the terms and conditions as the directors may determine (subject always to the articles of association of the Company); and further;
 - (b) to allot equity securities (as defined in section 560 of the Act) up to a total nominal value of £ 406,962 (that amount to be reduced by the nominal value of any Relevant Securities allotted under the authority in paragraph a above) in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to those exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of that period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of that period and the directors of the Company may allot

relevant securities or equity securities (as the case may be) under that offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

8 That if resolution 7 above is passed, the directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 7 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to that allotment or sale, the authority to be limited to:

8.1 the allotment of equity securities or sale of treasury shares in connection with a rights issue or similar offer 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 subject only to those exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and

8.2 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 8.1 above) up to a total nominal amount of £60,741 representing approximately 10% of the current share capital of the Company,

that authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date that is 15 months following the date of this meeting) but, in each case, before its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

9 That subject to the passing of resolution 7 above, the directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) under the authority given by resolution 7 as if section 561 of the Act did not apply to that allotment up to a total nominal amount of £31,429 in connection with the loan notes of £200,000 nominal each issued to each of Downing Strategic Micro-Cap Investment Trust Plc and Moulton Goodies Limited 50% of which (plus compounded interest) becoming convertible upon the passing of this resolution pursuant to and in accordance with the terms of the secured loan instrument dated 20th May 2022 (a copy of which is available for inspection at the Company's registered office and is also available on the Company's website at www.normanbroadbent.com) under which such loan notes have been issued.

By order of the Board:



R Robinson FCA
Company Secretary

Registered Office

Millbank Tower
21- 24 Millbank
London SW1P 4QP

www.normanbroadbent.com

23rd May, 2021