



## NOTICE OF ANNUAL GENERAL MEETING TEX HOLDINGS PLC

*(Incorporated in England and Wales with registered number 00405838)*

### TEX HOLDINGS PLC ("COMPANY")

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of TEX HOLDINGS PLC (the "**Company**") will be held at 12.45pm on 28th September 2021 ("**Annual General Meeting**") at Unit 25 Claydon Business Park, Gipping Road, Great Blakenham, Ipswich, Suffolk, IP6 0NL for the purpose of considering and, if thought fit, passing resolutions 1 to 7 as ordinary resolutions ("**AGM Notice**").

#### ORDINARY RESOLUTIONS

1. **To re-elect as a Director IC Ross.**
2. **To re-elect as a Director EB Burrows.**
3. **To re-elect as a Director SP Codd.**
4. **To re-elect as a Director MQ Harrison.**
5. **To re-appoint as a Director ARB Burrows for a further period of one year.**
6. **To re-appoint as a Director CD Palmer-Tomkinson for a further period of one year.**
7. **To re-appoint as a Director GC Gray for a further period of one year.**

**By order of the Board**

Dated 1st September 2021

**IC ROSS**  
*Secretary*

**Registered Office:**  
Unit 25, Claydon Business Park,  
Gipping Road, Great Blakenham,  
Ipswich, Suffolk, IP6 0NL

## Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. Voting on the resolutions will be by way of a poll rather than a show of hands. A poll ensures that the votes of shareholders who are unable to attend the Annual General Meeting, but who have appointed proxies, are taken into account in the final voting results.
2. Should shareholders wish to ask any questions in relation to the resolutions, which they may otherwise have asked at the Annual General Meeting had they been in attendance, they are encouraged to contact the Company prior to the Annual General Meeting by email to [ruth.mann@tex.co.uk](mailto:ruth.mann@tex.co.uk)

### Annual General Meeting

3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that all shareholders who wish to attend and vote at the Annual General Meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the Annual General Meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
4. In the case of joint holders, such persons shall not have the right to vote individually in respect of an ordinary share but shall elect one of their number to represent them and vote in person or by proxy in their name. In default of such an election, the vote of the person first named in the register of members of the Company tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different ordinary shares. You may not appoint more than one proxy to exercise rights attached to any one ordinary share. To appoint more than one proxy you may photocopy the enclosed Form of Proxy. Please indicate the proxy holder's name and the number of ordinary shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions given by you. All hard copy Forms of Proxy must be signed and should be returned together in the same envelope.
6. In order to be valid, a proxy appointment must be made and returned by completion of the Form of Proxy, in hard copy form by post, or by courier to the registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY ("the **Registrar**");

and in each case, the appointment must be received not less than 48 hours before the time for holding of the Annual General Meeting. A shareholder that appoints a person to act on its behalf under any power of attorney or other authority must return such power of attorney or other authority to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY and in any event not less than 48 hours before the time of the Annual General Meeting.

7. If the Chairman, as a result of any proxy appointments, is given discretion as to how to cast the votes which are the subject of those proxies and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the disclosure guidance and transparency rules of the United Kingdom Financial Conduct Authority ("**Disclosure Guidance and Transparency Rules**"), the Chairman will make the necessary notification to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent or more of the voting rights in the

Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

8. In the case of a shareholder which is a company, a hard copy Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
9. Any corporation which is a shareholder may by a resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at the Annual General Meeting or to approve a resolution submitted in writing and the person so authorised shall be entitled to exercise on behalf of the corporation which he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual Shareholder.
10. Completion and return of the Form of Proxy will not preclude a holder of ordinary shares from subsequently attending, speaking and voting in person at the Annual General Meeting should they so wish.
11. If you submit more than one valid Form of Proxy, the Form of Proxy received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which Form of Proxy was last validly received, none of them shall be treated as valid in respect of the same.
12. To have the right to attend, speak and to vote at the Annual General Meeting (and also for the purpose of how many votes a holder of ordinary shares casts), a holder of ordinary shares must first have his or her name entered in the register of holders of ordinary shares by no later than 48 hours before the time fixed for the Annual General Meeting. Changes to entries on the register of holders of ordinary shares after that time shall be disregarded in determining the right of any holder of ordinary shares to attend and vote at the Annual General Meeting.
13. To allow effective constitution of the Annual General Meeting, if it is apparent to the Chairman of the Annual General Meeting that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute shall vote on the same basis as the Chairman.
14. As at 6 p.m. on the day immediately prior to the date of posting of this AGM Notice, the Company's issued share capital comprised 52,450,819 ordinary shares (no ordinary shares were held in treasury). Accordingly, the total number of voting rights in the Company as at 6 p.m. on the day immediately prior to the date of posting of this AGM Notice is 52,450,819.
15. Members who have general queries about the meeting should call the Company's Registrar, Computershare Investor Services PLC on 0370 707 1339 (or, if calling from outside the UK, on +44 (0) 370 707 1339). Calls from within the UK are charged at the national rate plus network extras, lines are open 8.30 a.m.–5.30 p.m., Monday to Friday. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls made from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Computershare Investor Services PLC cannot provide investment advice, nor advise you how to cast your vote on the resolutions.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes following give an explanation of the proposed resolutions.

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast in person or by proxy must be in favour of the resolution.

### ORDINARY RESOLUTIONS

- Resolution 1:** To re-elect as a Director IC Ross.
- Resolution 2:** To re-elect as a Director EB Burrows.
- Resolution 3:** To re-elect as a Director SP Codd.
- Resolution 4:** To re-elect as a Director MQ Harrison.
- Resolution 5:** A resolution will be proposed that ARB Burrows who retires by reason of his having attained the age of 70 shall, notwithstanding that fact, be re-appointed as Director of the Company for a further period of one year. Mr Burrows brings continuity to the Board and has many years knowledge of the Group.
- Resolution 6:** A resolution will be proposed that CD Palmer-Tomkinson who retires by reason of his having attained the age of 70 shall, notwithstanding that fact, be re-appointed as Director of the Company for a further period of one year. Mr Palmer-Tomkinson brings knowledge of the city to the Board to complement the Board's practical knowledge.
- Resolution 7:** A resolution will be proposed that GC Gray who retires by reason of his having attained the age of 70 shall, notwithstanding that fact, be re-appointed as Director of the Company for a further period of one year. Mr Gray brings management experience at a senior level to the Board.