

Notice of Annual General Meeting

Notice is given that the seventieth Annual General Meeting of H C Slingsby plc ("**the Company**") will be held at HC Slingsby plc, Otley Road, Baildon, Shipley, West Yorkshire BD17 7LW on 19 June 2018 at 10am for the following purposes:

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

1. To receive the Company's annual accounts for the financial year ended 31 December 2017 together with the Directors' reports and auditor's report on those accounts.
2. To re-elect as a Director, Morgan Morris who retires from the Board in accordance with the Company's articles of association.
3. To reappoint RSM UK Audit LLP as auditors of the Company to hold office until the end of the next general meeting at which accounts are laid before the Company.
4. To authorise the Directors of the Company to determine the remuneration of the auditors.
5. In substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, to authorise the Directors of the Company pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act):
 - 5.1 up to an aggregate nominal amount of £83,250; and
 - 5.2 comprising equity securities up to a nominal amount of £166,750 (including within such limit any equity securities issued under paragraph 5.1 above) in connection with an offer by way of a rights issue:
 - (a) to holders of ordinary shares of 25 pence each in the capital of the Company ("**Ordinary Shares**") in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any matter.

The authority granted by this resolution shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the date falling 15 months from the date of the passing of this resolution, save that the Company may at any time before such expiry 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 in pursuance of such an offer or agreement as if this authority had not expired.

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

- 6.1 Subject to the passing of resolution 5, to authorise the Directors to allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority given by resolution 5 and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Act, in either case as if section 561(1) of the Act did not apply to such allotment provided that such authority shall be limited:
 - (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph 5.2 of resolution 5, by way of a rights issue only):

- (i) to the holders of the Ordinary Shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares;
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements as the Directors may otherwise consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph 5.1 of resolution 5 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(2)(b) of the Act, to the allotment otherwise than pursuant to paragraph 6.1(a) above, of equity securities up to an aggregate nominal value equal to £12,500;

Notice of Annual General Meeting (continued)

provided that such power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the date falling 15 months from the date of the passing of this resolution, save that the Company may before such expiry 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 in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 6.2 Subject to the passing of resolution 5, and in addition to any authority granted under Clause 6.1 of this resolution, to authorise the Directors to allot equity securities (as defined in section 560 of the Act) of the Company for cash under the authority given by resolution 5 and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Act, in either case as if section 561(1) of the Act did not apply to such allotment provided that such authority shall be:

- (a) limited to the allotment of equity securities up to an aggregate nominal amount of £12,500; and
- (b) used only for the purpose of financing (or refinance if the authority is to be used within 6 months after 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

provided that such power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on the date falling 15 months from the date of the passing of this resolution, save that the Company may before such expiry 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 in pursuance of such offer or agreement as if the power conferred hereby had not expired.

The resolutions in Clauses 6.1 and 6.2 revoke and replace all unexercised powers previously granted to the Directors to allot equity securities as if section 561 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 authorities.

7. To authorise the Company generally and unconditionally, pursuant to section 701 of the Act to make one or more market purchases (within the meaning of 693(4) of the Act) on the London Stock Exchange plc (the "**London Stock Exchange**") of Ordinary Shares provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 100,000 (representing approximately 10 per cent. of the Company's issued share capital);
- (b) the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 25p pence per share;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is not more than the higher of: (i) 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the price stipulated by Article 3(2) of Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures;
- (d) unless previously revoked or varied, the authority hereby conferred shall expire fifteen months after the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution; 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.

Registered Office

**HC Slingsby plc
By order of the Board
Otley Road
Baildon
Shipley
BD17 7LW**

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M.L.Morris

Company Secretary

**Registered in England and Wales No. 00452716
4 May 2018**