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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the action to be taken you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if you are not in the United Kingdom, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all your shares in Scapa Group plc please send this document at once to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some only of your shares in Scapa Group plc, you should retain this document.



**Scapa Group plc**  
997 Manchester Road  
Ashton-under-Lyne  
Greater Manchester  
OL7 0ED

To the holders of ordinary shares in Scapa Group plc

6 July 2020

Dear Shareholder

**2020 ANNUAL GENERAL MEETING**

I am pleased to provide you with details of the Annual General Meeting (AGM) of the Company, which will be held on Friday, 7 August 2020 at 10.00 am at the offices of Scapa Group plc, 997 Manchester Road, Ashton-under-Lyne, Greater Manchester OL7 0ED. The formal Notice of the AGM is set out on pages 5 and 6 of this document.

**In light of the UK Government's restrictions on public gatherings and non-essential travel, which are in place at the time of issuing the Notice, the Company is adopting the following AGM arrangements in order to ensure that the health and safety of our shareholders, Directors, employees and other key stakeholders is protected:**

- The AGM will only address the formal matters contained in the Notice of Meeting.
- In accordance with the Company's Articles, the quorum necessary to constitute the AGM is two members in person or proxy; therefore, two members will be in attendance to form the quorum and conduct the business.
- Attendance by additional shareholders is not considered as 'essential for work purposes' and so would not be permitted under the current restrictions. Shareholders may not attend in person and will be refused entry to the AGM given the current restrictions.
- All shareholders are urged to appoint the Chairman of the meeting as their proxy, with voting instructions. Please refer to the Notes to the Notice of Meeting for more information regarding proxy voting. It is emphasised that any forms of proxy being returned via a postal service should be submitted as soon as possible to allow for any delays to or suspensions of postal services in the United Kingdom as a result of measures being implemented by the UK Government.
- Please note that as shareholders will not be able to attend this year's AGM the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions on the business of the meeting should be emailed to [investors@scapa.com](mailto:investors@scapa.com); please include a Shareholder Reference Number in any correspondence. Responses will be posted on the Company's website on the morning of the AGM. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. In the event that the arrangements for the AGM change due to the UK Government changing the current restrictions or implementing further measures relating to the holding of general meetings prior to the AGM (including the arrangements outlined above), the Company will issue a further communication via the regulatory news service and on its website at [www.scapa.com](http://www.scapa.com).

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## Explanatory notes to the Notice of Meeting

In addition to the Ordinary business of the AGM, there are three resolutions to be considered which constitute special business. A description of each resolution that shareholders will be asked to approve at the AGM is provided below.

### Resolution 1 – Report and accounts

The Companies Act 2006 (the 'Act') requires the directors of a public company to lay before the company in general meeting copies of the Directors' reports, the independent auditor's report and the audited accounts of the company in respect of each financial year. In accordance with the UK Corporate Governance Code, the Company proposes, as an ordinary resolution, a resolution on its Report and Accounts for the financial year ended 31 March 2020. The Directors will present the Annual Report and Accounts of the Company for the financial year ended 31 March 2020. A copy of the Annual report and Accounts is available on the Company's website at [www.scapa.com/investors](http://www.scapa.com/investors).

### Resolution 2 – Approval of Directors' Remuneration Report

Shareholders are asked to approve the Directors' Remuneration Report as set out on pages 74 to 80 of the Annual Report and Accounts of the Company for the financial year ended 31 March 2020. This resolution is advisory only and is a means of providing shareholder feedback to the Board, and the Directors' entitlement to remuneration is not conditional on it being passed.

### Resolutions 3 to 8 – Election and re-election of Directors

Resolutions 3 to 8 relate to the retirement and election or re-election of the Company's Directors. The Company's Articles of Association provide that each person who is a Director on the selection date (being, for this purpose, the date of the Meeting) and who was appointed to the Board since the Company's last Annual General Meeting is to be proposed for election by the shareholders. Timothy Miller has been appointed by the Board during the period since the 2019 Annual General Meeting. Accordingly, he will retire from office at the AGM and intends to stand for election by the shareholders for the first time.

As announced on 23 June 2020, I have decided not to offer myself for re-election and I will therefore stand down at the AGM. Chris Brinsmead, who the Board has appointed with effect from 7 August 2020, will succeed me as Chairman from that date and will also offer himself for election by shareholders for the first time.

The Board has previously resolved that, in line with best practice and good corporate governance, all Directors should be proposed for re-election at each Annual General Meeting. Accordingly, and as permitted by the Company's Articles of Association, each of the remaining Directors, Heejae Chae, Oskar Zahn, David Blackwood and Brendan McAtamney, will retire at the AGM and each offer themselves for re-election.

Each Director has indicated their willingness to offer themselves for election and re-election. The Board, having considered the mix of skills, knowledge and experience of the Directors, confirms that each Director continues to perform their duties effectively, demonstrating integrity and high ethical standards whilst maintaining sound, independent judgement in respect of all decisions taken at both Board and, where applicable, Committee level. A profile of each current Director is set out on pages 50 and 51 of the Annual Report and Accounts of the Company for the financial year ended 31 March 2020; Chris Brinsmead's profile is below.

Chris Brinsmead CBE has worked in the global healthcare sector for over forty years and has held a number of senior executive leadership positions. Chris is currently Chairman of Collagen Solutions plc and Proveca Ltd. He was previously Chairman of Consort Medical plc and the Senior Independent Director of UDG Healthcare plc. Chris was also formerly Chairman of AstraZeneca Pharmaceuticals UK, President of AstraZeneca UK and Ireland and President of the Association of the British Pharmaceutical Industry (ABPI). He has also held board positions at the Wesleyan Assurance Society, Domino Printing Sciences plc, Cambian Group Limited and Kinapse Ltd. Chris is a Member of Council at Imperial College and was previously an adviser and champion of Life Sciences to the UK Government. Chris holds a BSc in Civil Engineering from Nottingham University and an MSc in Business Science from Manchester Business School.

### Resolutions 9 and 10 – Reappointment and remuneration of auditor

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. Deloitte LLP has agreed to continue as auditor of the Company in respect of the financial year ending on 31 March 2021.

Accordingly, resolution 9 proposes Deloitte's reappointment. Resolution 10 authorises the Directors to fix the auditor's remuneration which is normal practice.

### Resolution 11 – Allotment of shares

Under Section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised by shareholders to do so.

Resolution 11, which complies with guidance issued by the Investment Association, will, if passed, authorise the Directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in any circumstances, up to an aggregate nominal value of £3,077,974 (corresponding to approximately 33% of the issued share capital as at 29 June 2020, the last practical date before the publication of this document) and up to an additional aggregate nominal value of £3,077,974 (corresponding to a further 33% (approximately) of the issued share capital as at 29 June 2020 in the case of allotments made only in connection with a fully pre-emptive rights issue. The Directors have no present intention to exercise the authority sought under this resolution. However, the Directors may consider doing so if they believe that it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives or that it would otherwise be in the best interests of the Company. The authority will expire at the conclusion of the next Annual General Meeting (or, if sooner, at the close of business on 7 November 2021).

As at 29 June 2020, the Company did not hold any ordinary shares in treasury.

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## **Resolutions 12 and 13 – Disapplication of pre-emption rights**

These are special resolutions to renew the Directors' powers to allot shares for cash (or sell shares out of treasury) without first offering them to existing shareholders, pro-rata to their existing holdings. Although there is currently no intention to make use of these powers, the Directors consider that it is in the interests of the Company, in certain circumstances, for the Directors to have a limited ability to allot shares and/or sell treasury shares for cash without having first to offer them to existing shareholders.

The powers sought comply with the Pre-Emption Group's revised Statement of Principles on Disapplying Pre-Emption Rights. The Statement of Principles was revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with an offer to all existing shareholders on a pro-rata basis to be increased from 5% to 10% of a company's issued share capital, provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or a specified capital investment (within the meaning of the Statement of Principles). Pursuant to Pre-Emption Group guidance, separate resolutions (resolutions 12 and 13) are being proposed for each 5% authority.

The power sought pursuant to resolution 12 is limited, other than in relation to any rights issue, open offer or other pre-emptive issue, to the allotment of shares for cash having an aggregate nominal value of £466,360, corresponding to approximately 5% of the issued share capital as at 29 June 2020 (being the last practical date before the publication of this document). This power will expire at the conclusion of the next Annual General Meeting (or, if sooner, at the close of business on 7 November 2021).

In line with the revised Statement of Principles, the Company is seeking a separate power, pursuant to resolution 13, to issue up to an additional 5% of its issued share capital for cash without pre-emption rights applying. The Company will only allot shares with an aggregate nominal value of up to £466,360 (representing approximately 5% of its issued share capital) pursuant to resolution 13 where the allotment is in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place within the preceding six-month period and is disclosed in the announcement of the allotment.

The power sought in resolution 13 will expire at the conclusion of the next Annual General Meeting (or, if sooner, at the close of business on 7 November 2021).

The Board confirms that it would also have regard to the guidance in the Statement of Principles concerning cumulative usage of powers within a rolling three-year period.

## **Resolution 14 – Authority for purchase of own shares by the Company**

At the last Annual General Meeting held on 23 July 2019, shareholders passed a special resolution authorising the Directors to make market purchases of the Company's own shares. Although no such purchases have been made, the Directors consider it appropriate for the authority (which expires at the forthcoming Annual General Meeting) to be renewed and undertake that the authority will only be exercised when they consider that such a purchase would result in an increase in expected earnings per share and would be in the best interests of shareholders. The Directors have no present intention of using such authority, but this position will be kept under review. The authority sought by this special resolution will expire at the conclusion of the next Annual General Meeting (or, if sooner, at the close of business on 7 November 2021) and will limit total purchases to 18,654,390 ordinary shares, corresponding to approximately 10% of the Company's issued share capital as at 29 June 2020 (being the last practical date before the publication of this document).

Any shares purchased under this authority may be held in treasury as an alternative to cancelling them. The Directors will decide at the time of any such purchase whether, in the best interests of shareholders as a whole, the shares so purchased should be cancelled or held in treasury. Shares held in treasury may subsequently be sold for cash, transferred for the purposes of employees share schemes, or cancelled.

As at 29 June 2020, the number of ordinary shares which would be issued upon full exercise of all outstanding options to subscribe for shares in the Company is 2,636,288. This would represent approximately 1.41% of the existing issued share capital and approximately 1.55% of the issued share capital as it would be if the proposed authority to purchase ordinary shares were to be granted and subsequently utilised in full. This does not include any shares which may be issued or transferred under the Scapa Group plc 2015 Value Creation Plan or under the Bonus Retention plan issued to Heejae Chae in June 2019.

## **Resolution 15 – Political donations**

Shareholders will recall that, as a result of the wide definitions originally introduced by the Political Parties, Elections and Referendums Act 2000, an appropriate precautionary resolution has been passed at each of the Annual General Meetings held since 2002 in order to avoid inadvertent infringement of the relevant legislative provisions, which are now contained in the Act. While the Board does not believe that the Company has made any 'political donations' or incurred any 'political expenditure' pursuant to any of those resolutions, the authority granted by the resolution passed in 2019 expires at the forthcoming Annual General Meeting and the Board is therefore now seeking shareholders' authority by an ordinary resolution for the Company and its subsidiaries to make 'political donations' (to political parties or independent electoral candidates and, separately, to political organisations other than political parties) and incur 'political expenditure' (within the meaning of the Act) in each of these three cases up to an aggregate amount of £50,000 during the period up to the next Annual General Meeting (or, if sooner, at the close of business on 7 November 2021). Shareholders should be aware that it is not the policy of the Company to make political donations or incur political expenditure (in each case as commonly understood) anywhere in the world and that the Directors intend that this policy will continue whether or not resolution 15 is passed.

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## Explanatory notes to the Notice of Meeting continued

### Voting

Voting on all of the proposed resolutions set out in the Notice of Meeting will, once again, be conducted on a poll which reflects shareholders' voting intentions in respect of shares held and votes tendered. All shareholders are urged to appoint the Chairman of the meeting as their proxy, with voting instructions. For each of the resolutions proposed as ordinary resolutions to be passed, more than half of the total voting rights of members who (being entitled to do so) vote must be in favour of the resolution. For each of the resolutions proposed as special resolutions to be passed, at least three-quarters of the total voting rights of members who (being entitled to do so) vote must be in favour of the resolution.

You can vote:

- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; if you need help with voting online, please contact our Registrar, Link Asset Services, on 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am and 5.30 pm, Monday to Friday excluding public holidays in England and Wales
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in explanatory note 5 below
- by requesting a hard copy form of proxy directly from our Registrar, Link Asset Services, on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am and 5.30 pm, Monday to Friday excluding public holidays in England and Wales. All proxy instructions must be received by the Registrar by no later than 10.00 am on Wednesday, 5 August 2020. If you do not complete and return a valid proxy appointment, no-one else may vote on your behalf. For full details of the procedure for appointing a proxy, please see the notes to the Notice of Meeting and form of proxy

### Recommendations

The Board considers the resolutions which are set out in the Notice of Meeting on pages 5 and 6 of this document, and which are to be proposed at the forthcoming Annual General Meeting, to be in the best interests of the Company and of shareholders as a whole and unanimously recommend shareholders to vote in favour of all such resolutions, as each of the Directors intends to do in respect of their own beneficial holding (except in relation to those resolutions in which the Director is interested).

Yours faithfully



**L C Pentz**  
Chairman

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## Notice of Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of Scapa Group plc will be held at the offices of Scapa Group plc, 997 Manchester Road, Ashton-under-Lyne, Greater Manchester OL7 0ED, on Friday, 7 August 2020 commencing at 10.00 am to consider and, if thought fit (and subject, in the case of resolutions 12 and 13, to the passing of resolution 11), pass the following resolutions which will be proposed, in the case of resolutions 1 to 11 and 15 as ordinary resolutions and, in the case of resolutions 12 to 14 as special resolutions.

**Our 2020 AGM is a closed meeting, in light of the UK Government's restrictions on public gatherings and non-essential travel, which are in place at the time of issuing the Notice. Shareholders will not be permitted entry to the AGM.**

- 1 To receive the Annual Report and Accounts of the Company for the financial year ended 31 March 2020.
- 2 To approve the Directors' Remuneration Report contained within the Annual Report of the Company for the financial year ended 31 March 2020.
- 3 To elect as a Director Mr C Brinsmead.
- 4 To re-elect as a Director Mr H R Chae.
- 5 To re-elect as a Director Mr O Zahn.
- 6 To re-elect as a Director Mr D C Blackwood.
- 7 To re-elect as a Director Mr B P McAtamney.
- 8 To elect as a Director Dr T Miller.
- 9 To reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
- 10 To authorise the Directors to fix the remuneration of the auditor.
- 11 That the Directors are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all the authorities of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ('Allotment Rights'), but so that:
  - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £6,155,948, of which:
    - i. £3,077,974 may be allotted or made the subject of Allotment Rights in any circumstances; and
    - ii. £3,077,974 may be allotted or made the subject of Allotment Rights only pursuant to any rights issue or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, any such rights issue;
  - (b) this authority shall expire at the conclusion of the Company's next Annual General Meeting or at the close of business on 7 November 2021, whichever is the earlier;
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and
  - (d) all authorities vested in the Directors on the date of the Notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.
- 12 That the Directors are empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities, as defined in Section 560 of that Act, for cash pursuant to the authority conferred on them by resolution 11 in the Notice of Meeting or by way of a sale of treasury shares as if Section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
  - (a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
  - (b) the allotment of equity securities (other than pursuant to paragraph 12(a) above) with an aggregate nominal value of up to £466,360,

and shall expire when the authority conferred on the Directors by resolution 11 in the Notice of this meeting expires save that, before such expiry, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

## Notice of Annual General Meeting continued

13 That the Directors are empowered pursuant to Sections 570 and 573 of the Companies Act 2006, in addition to any power granted under resolution 12, to allot equity securities, as defined in Section 560 of that Act, for cash pursuant to the authority conferred on them by resolution 11 in the Notice of this meeting or by way of a sale of treasury shares as if Section 561 of that Act did not apply to any such allotment, provided that this power is:

- (a) limited to the allotment of equity securities with an aggregate nominal value of up to £466,360; and
- (b) used only for the purposes of financing (or refinancing, if the power is used within six months after the date 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 the Notice of this meeting,

and shall expire when the authority conferred on the Directors by resolution 11 in the Notice of this meeting expires save that, before such expiry, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

14 That the Company is generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of that Act) of ordinary shares in the capital of the Company, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 18,654,390;
- (b) the minimum price which may be paid for any share (excluding expenses) is its nominal value;
- (c) the maximum price per share at which any share may be purchased (excluding expenses) shall not be more than 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which the share is contracted to be purchased or, in the case of a tender offer, the terms of the tender offer are announced;
- (d) the authority to purchase hereby conferred shall, unless previously renewed, varied or revoked, expire at the conclusion of the Company's next Annual General Meeting or at the close of business on 7 November 2021, whichever is the earlier; and
- (e) the Company may prior to the expiry of such authority make a contract or contracts to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority.

15 That in accordance with Sections 366 and 367 of the Companies Act 2006 the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates are authorised:

- (a) to make political donations to political parties or independent electoral candidates, as defined in Sections 363 and 364 of that Act, not exceeding £50,000 in total;
- (b) to make political donations to political organisations other than political parties, as defined in Sections 363 and 364 of that Act, not exceeding £50,000 in total; and
- (c) to incur political expenditure, as defined in Section 365 of that Act, not exceeding £50,000 in total,

during the period beginning with the date of the passing of this resolution and ending at the conclusion of the Company's next Annual General Meeting or at the close of business on 7 November 2021, whichever is the earlier (and for the purposes of this resolution any sum which is paid or incurred in a currency other than Sterling shall be converted into Sterling at such rate as the Directors consider appropriate).

By order of the Board



**Wendy Baker**  
Company Secretary

6 July 2020

Registered Office:  
997 Manchester Road  
Ashton-under-Lyne  
Greater Manchester  
OL7 0ED

Registered in England  
No: 826179

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## Notice of Meeting notes

### 1. Attending the Annual General Meeting

In light of the UK Government's restrictions on public gatherings and non-essential travel, it has been confirmed that attendance at a general meeting by shareholders is not 'essential for work purposes', and as such shareholders, proxies and other attendees will not be permitted to attend the AGM, and may be refused entry. Shareholders are kindly urged to vote by proxy, appointing the Chairman of the meeting as their proxy, with voting instructions.

Only those shareholders entered in the register of members of the Company as at 10.00 am on Wednesday, 5 August 2020 or, in the event that the Annual General Meeting is adjourned, in the register of members of the Company at 10.00 am two business days prior to the adjourned Annual General Meeting will be entitled to vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Subsequent changes to entries on the register of members will be disregarded in determining the rights of any person to vote at the Annual General Meeting.

### 2. Appointment of proxies

The meeting will be run as a closed meeting and shareholders are not permitted to attend. As such shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the meeting. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in accordance with any specific proxy appointment instructions.

As no other persons will be entitled to attend the meeting in person due to the UK Government's restrictions, a shareholder may not appoint more than one proxy in relation to the Annual General Meeting.

A member may instruct their proxy to withhold their vote on any resolution to be considered at the Annual General Meeting by marking the 'Vote Withheld' option when appointing their proxy. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or withhold their vote at his or her discretion.

In order for a proxy appointment to be valid, your appointment must be received no later than 10.00 am on Wednesday, 5 August 2020 or, in the event that the Annual General Meeting is adjourned, by no later than 48 hours (excluding non-business days) before the time of any adjourned Annual General Meeting or, in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned Annual General Meeting, for the taking of the poll at which it is to be used.

### 3. Appointment of a proxy online

Members may appoint a proxy online at [www.signalshares.com](http://www.signalshares.com) (the 'Website') by following the on-screen instructions, in particular at the 'Proxy Voting' link, by no later than the deadline set out in note 2 above. In order to appoint a proxy using the Website, members will need to log in to their Signal Shares account, or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am and 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

### 4. Appointment of a proxy using a form of proxy

As an alternative to appointing a proxy online, you may request a hard copy form of proxy directly from our Registrar, Link Asset Services, by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by calling the Registrar's helpline number, the details of which are set out in note 3 above.

To be valid, the completed and signed form of proxy must be lodged at the office of Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 2 above. To appoint more than one proxy using a hard copy form of proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If possible, all forms should be returned together in the same envelope.

### 5. Appointment of a proxy through CREST

CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual and by logging on to the following website: [www.euroclear.com](http://www.euroclear.com). 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Asset Services (ID RA10) by no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link Asset Services 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.



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## Notice of Meeting notes continued

### 5. Appointment of a proxy through CREST continued

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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(s) to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, 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. 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. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy (in hard copy, online or through CREST), only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior). For proxy appointments submitted by hard copy, the signature of only one of the joint holders is required on the form of proxy.

### 7. Changing a proxy appointment

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

### 8. Revocation of a proxy appointment

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or a duly appointed attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Asset Services no later than 10.00 am on Wednesday, 5 August 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

### 9. Corporate representatives

Any corporation which is a member may appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

### 10. Voting rights

At 6.00 pm on 29 June 2020 (being the last practical date before the publication of this document), the Company's issued share capital consisted of 186,543,896 ordinary shares, each carrying the right to one vote at a general meeting of the Company. As at the date of this document, the Company does not hold any ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 29 June 2020 was 186,543,896.

Voting on all of the proposed resolutions set out in the Notice of Meeting will, once again, be conducted on a poll which reflects shareholders' voting intentions in respect of shares held and votes tendered. For each of the resolutions proposed as ordinary resolutions to be passed, more than half of the total voting rights of members who (being entitled to do so) vote must be in favour of the resolution. For each of the resolutions proposed as special resolutions to be passed, at least three-quarters of the total voting rights of members who (being entitled to do so) vote must be in favour of the resolution.

### 11. Documents available for inspection

Subject to the COVID-19 restrictions described earlier in this document, the following documents are available for inspection during normal business hours at the Registered Office of the Company on any business day from the date of this Notice until the time of the meeting and may also be inspected at the meeting venue, as specified in this Notice, from 10.15 am on the day of the meeting until the conclusion of the meeting. In the event that you wish to inspect the documents, please contact the Company Secretary or email [investors@scapa.com](mailto:investors@scapa.com):

- copies of the Directors' letters of appointment or service contracts.

### 12. Questions from shareholders

Please note that as shareholders will not be able to attend this year's AGM the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions on the business of the meeting should be emailed to [investors@scapa.com](mailto:investors@scapa.com) before 6.00 pm on 6 August 2020 and responses will be posted on the Company's website on the morning of the AGM. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.