



Norcros plc - Notice of Annual General Meeting 2017

Notice is given that the 2017 Annual General Meeting of the Company will be held at 11.00 am on 27 July 2017 at The Mere Golf Resort & Spa, Chester Road, Mere, Knutsford, Cheshire WA16 6LJ for the purpose of considering and, if thought fit, passing the resolutions set out below. Resolutions 1 to 13 (inclusive) below will be proposed as ordinary resolutions and resolutions 14 to 17 (inclusive) below will be proposed as special resolutions.

1. To receive the audited accounts and the auditor's and Directors' reports for the year ended 31 March 2017.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 March 2017.
3. To approve the Directors' Remuneration Policy (as contained in the Directors' Remuneration Report for the year ended 31 March 2017).
4. To declare a final dividend of 4.8p per ordinary share for the year ended 31 March 2017.
5. To re-elect Jo Hallas as a Director.
6. To re-elect Martin Towers as a Director.
7. To re-elect David McKeith as a Director.
8. To re-elect Nick Kelsall as a Director.
9. To re-elect Shaun Smith as a Director.
10. To re-appoint PricewaterhouseCoopers LLP as auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Audit Committee of the Board of Directors to agree the remuneration of the auditor.
12. That:
 - (a) the rules of the Norcros plc Savings Related Share Option Scheme 2017 (SAYE), described in the notes to the notice of this Annual General Meeting and in the form produced in draft to the meeting and for the purpose of identification initialled by the Chairman of the meeting, be and are hereby approved and adopted; and
 - (b) the Directors of the Company be and are hereby authorised:
 - (i) to do all such things as may be necessary or desirable to carry the SAYE into effect, including making any changes to the rules of the SAYE that are necessary or desirable in order to ensure that the Directors can make a valid declaration to HM Revenue & Customs that the SAYE satisfies the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003; and
 - (ii) to adopt further plans based on the SAYE but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the SAYE.
13. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all the powers 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 £4,088,977 of which:
 - (i) one half may be allotted or made the subject of Allotment Rights in any circumstances; and
 - (ii) the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the Financial Conduct Authority's Listing Rules) 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, such rights issue;
 - (b) this authority shall expire 15 months after the passing of this resolution or, if earlier, on the conclusion of the Company's next Annual General Meeting;
 - (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
 - (d) all authorities vested in the Directors on the date of the notice of this Annual General Meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

14. That, subject to the passing of resolution 13 in the notice of this Annual General Meeting (the Notice), the Directors be and are hereby empowered pursuant to Section 570 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 13 in the Notice 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 (each as referred to in the Financial Conduct Authority's Listing Rules) 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, any such shares or other securities being represented by depositary receipts, 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 (a) above) with an aggregate nominal value of £306,298, and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 13 in the Notice, save that, before the expiry of this power, 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.
15. That, subject to the passing of resolution 13 in the notice of this Annual General Meeting (the Notice) and, in addition to the power contained in resolution 14 set out in the Notice, the Directors be and are hereby empowered pursuant to Section 570 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 13 in the Notice or by way of 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 up to an aggregate nominal value of £306,298; and
 - (b) used only for the purposes of financing (or refinancing, if the power is to be exercised 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 on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 14 in the Notice save that, before the expiry of this power, 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.
16. The Company is generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of ordinary shares of £0.10 in its capital provided that:
- (a) the maximum aggregate number of such shares that may be acquired under this authority is 6,125,966;
 - (b) the minimum price (exclusive of expenses) that may be paid for such a share is its nominal value;
 - (c) the maximum price (exclusive of expenses) that may be paid for such a share is the maximum price permitted under the Financial Conduct Authority's Listing Rules or, in the case of a tender offer (as referred to in those Rules), 5% above the average of the middle market quotations for an ordinary share (as derived from the Daily Official List of London Stock Exchange plc) for the five business days immediately preceding the date on which the terms of the tender offer are announced;
 - (d) this authority shall expire 15 months after the passing of this resolution or, if earlier, on the conclusion of the Company's next Annual General Meeting; and
 - (e) before such expiry, the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry.
17. That any general meeting of the Company that is not an Annual General Meeting may be convened by not less than 14 clear days'

notice. By order of the Board



Richard H. Collins
Company Secretary

14 June 2017

Registered in England and Wales company number 3691883

Registered office:
Ladyfield House
Station Road
Wilmslow
Cheshire SK9 1BU

Notice of Annual General Meeting - Continued

Notes

1. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons, in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
2. The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares of 10p each (ordinary shares) by close of business on 25 July 2017 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
3. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with Section 323 of the Companies Act 2006, as amended. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this Notice of Annual General Meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then be delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Capita Asset Services, PXS at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by 11.00 am on 25 July 2017. Alternatively, a member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.signalshares.com. If you have not previously registered to use this facility you will require your investor code which can be located on the enclosed proxy form. In order to be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time. Members who hold their shares in uncertificated form may also use the CREST voting service to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.
4. Any person to whom this Notice is sent who is currently nominated by a member of the Company to enjoy information rights under Section 146 of the Companies Act 2006, as amended (a nominated person), may have a right under an agreement between him and that member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
5. Voting on all resolutions will be conducted by way of a poll, rather than a show of hands. This is a more transparent method of voting as members' votes are counted according to the number of ordinary shares held. As soon as practicable following the meeting, the results of the voting at the meeting and the numbers of proxy votes cast for and against, together with the number of votes actively withheld in respect of, each of the resolutions will be announced via a Regulatory Information Service and will also be placed on the Company's website: www.norcros.com.
6. As at 13 June 2017 (being the latest practicable date prior to the printing of the Report and Accounts 2017), (i) the Company's issued share capital consisted of 61,259,666 ordinary shares carrying one vote each and (ii) the total voting rights in the Company were 61,259,666.
7. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with Section 319A of the Companies Act 2006, as amended, and subject to some exceptions, the Company must cause to be answered. Information relating to the meeting which the Company is required by the Companies Act 2006, as amended, to publish on a website in advance of the meeting may be viewed at www.norcros.com. A member may not use any electronic address provided by the Company in the Report and Accounts 2017 or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.
8. It is possible that, pursuant to members' requests made in accordance with Section 527 of the Companies Act 2006, as amended, the Company will be required to publish on a website a statement in accordance with Section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the Company's latest audited accounts. The Company cannot require the member concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditor by the time it makes the statement available on the website. The business that may be dealt with at the meeting includes any such statement.
9. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in the CREST voting service section of the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (Euroclear) and must contain all the relevant information required by the CREST manual. To be valid, 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 be transmitted so as to be received by Capita Asset Services (ID RA10), as the Company's issuer's agent, by 11.00 am on 25 July 2017. After this time, any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) Capita Asset Services is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take

Notes continued

(or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his 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. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should take into account the provisions of the CREST manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances, the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST manual, treat a CREST proxy appointment instruction as invalid.

10. The Company takes all reasonable precautions to ensure that no viruses are present in any electronic communication which it sends but does not accept responsibility for any loss or damage arising from the opening or use of any email or attachment sent by the Company. The Company recommends that members subject all emails and attachments to virus checking procedures prior to opening or use. Any electronic communication received by the Company or Capita Asset Services (including the lodgement of an electronic proxy form) which is found to contain any virus will not be accepted.
11. Copies of Directors' service contracts and letters of appointment will be available for inspection at the registered office of the Company during normal business hours each business day and at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
12. Information regarding this meeting, including information required by Section 311A of the Companies Act 2006, is available at www.norcros.com.

Notice of Annual General Meeting – Continued

Explanatory notes

The Annual General Meeting of the Company will take place at 11.00 am on 27 July 2017 at The Mere Golf Resort & Spa, Chester Road, Mere, Knutsford, Cheshire WA16 6LJ. The notice convening that meeting, together with the resolutions to be proposed, appears on pages 114 to 118 of the Report and Accounts 2017. The Directors recommend all shareholders to vote in favour of all of the resolutions to be proposed, as the Directors intend to do so in respect of their own shares, and consider that they are in the best interests of the Company and the shareholders as a whole.

Explanatory notes in relation to the resolutions appear below:

Resolution 1

Report and accounts

For each financial year, the Directors are required to present the audited accounts, the auditor's report and the Directors' Report to shareholders at a general meeting.

Resolution 2

Approval of the Directors' Remuneration Report

In accordance with the Companies Act 2006, shareholders are invited to approve the Directors' Remuneration Report for the financial year ended 31 March 2017. The vote on this resolution is advisory only and the Directors' entitlement to remuneration is not conditional on it being passed

The Directors' Remuneration Report for the year ended 31 March 2017 is set out in full on pages 42 to 58 of the Company's Annual Report and Accounts 2017. For the purposes of this resolution, the Directors' Remuneration Report does not include the Directors' Remuneration Policy which is set out on pages 44 to 50 of the Annual Report and Accounts 2017. Any shareholder who would like a copy of the Annual Report and Accounts 2017 can obtain one by contacting our registrar on 0871 6640300. Alternatively, the Annual Report and Accounts 2017 can be viewed on our website at www.norcros.com.

Resolution 3

Approval of the Directors' Remuneration Policy

In accordance with the Companies Act 2006, the Company proposes an ordinary resolution to approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report. The proposed Directors' Remuneration Policy is set out on pages 44 to 50 of the Annual Report and Accounts 2017. The vote on this resolution is binding and, if passed, will mean that the Directors can only make remuneration payments in accordance with the approved policy unless such payments have otherwise been approved by a separate shareholder resolution. The Company is required to ensure that a vote on its remuneration policy takes place annually unless the approved policy remains unchanged, in which case the Company need only propose a similar resolution at least every three years.

The shareholders of the Company approved the current Directors' Remuneration Policy at the Company's 2014 AGM and in 2015 and 2016 there were no changes to that policy. The policy proposed for approval by shareholders at this year's AGM is broadly the same as the previous policy, subject to some minor amendments, which are explained on page 44 of the Annual Report and Accounts 2017.

Resolution 4

Dividend

The payment of the final dividend requires the approval of shareholders in general meeting. If the meeting approves resolution 4, the final dividend of 4.8p per ordinary share will be paid on 3 August 2017 to ordinary shareholders who are on the register of members on 23 June 2017 in respect of each ordinary share.

Resolution 5

Re-election of Jo Hallas

It is proposed that Jo Hallas be re-elected as a Director.

Brief biographical details of Jo can be found on page 31 of the Company's Annual Report and Accounts 2017. The Chairman confirms that, following performance evaluation, Jo's performance continues to be effective, she demonstrates commitment to the role and she possesses the necessary experience and knowledge. The Board therefore unanimously recommends that Jo be re-elected as a Director.

Resolution 6

Re-election of Martin Towers

It is proposed that Martin Towers be re-elected as a Director.

Brief biographical details of Martin can be found on page 30 of the Company's Annual Report and Accounts 2017. The Board confirms that, following performance evaluation, Martin's performance continues to be effective, he demonstrates commitment to the role and he possesses the necessary experience and knowledge. The Board unanimously recommends that Martin be re-elected as a Director

Resolution 7

Re-election of David McKeith

It is proposed that David McKeith be re-elected as a Director.

Brief biographical details of David can be found on page 31 of the Company's Annual Report and Accounts 2017. The Chairman confirms that, following performance evaluation, David's performance continues to be effective, he demonstrates commitment to the role and he possesses the necessary experience and knowledge. David is also Chairman of the Audit Committee, and the Chairman confirms that David has relevant and recent financial experience. The Board unanimously recommends that David be re-elected as a Director.

Explanatory notes continued

Resolution 8

Re-election of Nick Kelsall

It is proposed that Nick Kelsall be re-elected as a Director.

Brief biographical details of Nick can be found on page 30 of the Company's Annual Report and Accounts 2017. The Chairman confirms that, following performance evaluation, Nick's performance continues to be effective, he demonstrates commitment to the role and he possesses the necessary experience and knowledge. The Board unanimously recommends that Nick be re-elected as a Director.

Resolution 9

Re-election of Shaun Smith

It is proposed that Shaun Smith be re-elected as a Director.

Brief biographical details of Shaun can be found on page 30 of the Company's Annual Report and Accounts 2017. The Chairman confirms that, following performance evaluation, Shaun's performance continues to be effective, he demonstrates commitment to the role and he possesses the necessary experience and knowledge. The Board unanimously recommends that Shaun be re-elected as a Director.

Resolution 10

Re-appointment of auditor

The Company is required to appoint an auditor at each general meeting before which accounts are laid, to hold office until the end of the next such meeting. PricewaterhouseCoopers LLP has indicated that it is willing to continue as the Company's auditor for another year. You are therefore asked to re-appoint PricewaterhouseCoopers LLP. The Audit Committee has reviewed PricewaterhouseCoopers LLP's performance as auditor of the Company and has recommended re-appointment. Accordingly, the Directors recommend the re-appointment of PricewaterhouseCoopers LLP.

Resolution 11

Remuneration of auditor

The resolution follows best practice in giving authority to the Audit Committee to determine the remuneration of the Company's auditor.

Resolution 12

SAYE

Resolution 12 is to authorise the adoption of the Norcros plc Savings Related Share Option Scheme 2017 (SAYE). The SAYE is an all-employee share scheme that takes advantage of the beneficial tax status of savings related share option schemes which comply with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003. Participation in the SAYE will be open to all employees and encourages employees to build a stake in the Company. The principal terms of the SAYE are set out on pages 123 to 124 of the Report and Accounts 2017.

The rules of the SAYE will be available for inspection during normal business hours on Monday to Friday (excluding public holidays) at the Company's registered office at Ladyfield House, Station Road, Wilmslow, Cheshire SK9 1BU and at the offices of Addleshaw Goddard LLP at Milton Gate, 60 Chiswell Street, London EC1Y 4AG from the date of the Report and Accounts 2017 until the close of the AGM and at the place of the AGM for at least 15 minutes before, and during, the meeting.

Resolution 13

Power to allot shares

Most listed companies renew their directors' authority to issue shares at each annual general meeting. Such an authority was granted at last year's Annual General Meeting and is due to expire on 27 October 2018 or, if earlier, at the conclusion of the next Annual General Meeting of the Company. In accordance with best practice, this resolution seeks to renew the Directors' authority to allot shares.

Resolution 13, if passed, will renew the Directors' authority to allot shares in the capital of the Company up to a maximum aggregate nominal value of £4,083,977 (representing 40,839,770 ordinary shares). This represents the The Investment Association's guideline limit of approximately two thirds of the Company's issued ordinary share capital as at 13 June 2017 (being the latest practicable date prior to the publication of the Report and Accounts 2017). Of this amount, ordinary shares to an aggregate nominal value of £2,041,988.50 (representing 20,419,885 ordinary shares which is approximately one third of the Company's issued ordinary share capital as at 13 June 2017 (being the latest practicable date prior to the publication of the Report and Accounts 2017)) can only be allotted pursuant to a rights issue.

As at 13 June 2017 (being the latest practicable date prior to the publication of the Report and Accounts 2017), the Company did not hold any shares in the Company in treasury. The renewed authority will remain in force until 15 months after the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting in 2018.

The Directors have no present intention of exercising this authority. The purpose of giving the Directors this authority is to maintain the Company's flexibility to take advantage of any appropriate opportunities that may arise.

Resolutions 14 and 15

Disapplication of pre-emption rights for "customary" 5% and disapplication of pre-emption rights in relation to acquisitions and specified capital investments

The Directors are currently authorised, subject to certain limitations, to issue securities of the Company for cash without first offering them to existing shareholders in proportion to their existing shareholdings. That authority will expire on 27 October 2018 or, if earlier, at the conclusion of the next Annual General Meeting of the Company and, in accordance with best practice, resolutions 14 and 15 (which will be proposed as special resolutions) seek to renew the Directors' authority to disapply pre-emption rights as referenced below.

Explanatory notes continued

Other than in connection with a rights or other similar issue or where, for example, difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements, the authority contained in resolution 14 will be limited to an aggregate nominal value of £306,298. This aggregate nominal amount equates to approximately 5% of the issued ordinary share capital of the Company as at 13 June 2017 (being the latest practicable date prior to the publication of this notice of Annual General Meeting). Resolution 14 follows guidance from the Pre-Emption Group's revised Statement of Principles, published on 12 March 2015, and adopts the Pre-Emption Group's template wording that was published on 5 May 2016.

In line with the revised Statement of Principles, the Company is seeking authority, pursuant to resolution 15, to issue up to an additional 5% of its issued ordinary share capital for cash without pre-emption rights applying. In accordance with the revised Statement of Principles, and the Pre-Emption Group's template wording issued on 5 May 2016, the Company will only allot shares with a nominal value of up to £306,298 (representing 5% of issued ordinary share capital) pursuant to resolution 15 where that allotment is in connection with an acquisition or specified capital investment (within the meaning given in the Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

This renewed authority will remain in force until 15 months after the passing of resolution 15 or, if earlier, at the conclusion of the next Annual General Meeting in 2018.

In accordance with the Statement of Principles (which is supported by The Investment Association and the Pensions and Lifetime Savings Association (formerly National Association of Pension Funds Limited)), the Board confirms its intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis pursuant to resolutions 14 and 15 during any rolling three-year period.

Resolution 16

Authority to purchase own shares

This resolution, which will be proposed as a special resolution, is a resolution which the Company proposes to seek on an annual basis, in line with other listed companies in the UK, to give the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to an aggregate maximum of 6,125,966 ordinary shares which have an aggregate nominal value of £612,596.60 (representing approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company as at 13 June 2017 (being the latest practicable date prior to the publication of the Report and Accounts 2017)) and sets minimum and maximum prices. The renewed authority will remain in force until 15 months after the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting in 2018.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares, but will keep the matter under review, taking into account other investment opportunities. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would promote the success of the Company and be in the best interests of its shareholders generally. To the extent that any shares so purchased are held in treasury (see below), earnings per share will be enhanced until such time, if any, as such shares are resold or transferred out of treasury.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. If any shares are purchased, they will be either cancelled or held in treasury. Any such decision will be made by the Directors at the time of purchase on the basis of the shareholders' best interests. Shares held in treasury can be cancelled, sold for cash or, in appropriate circumstances, used to meet obligations under employee share schemes. Any shares held in treasury would not be eligible to vote nor would any dividend be paid on any such shares. If any ordinary shares purchased pursuant to this authority are not held by the Company as treasury shares, then such shares would be immediately cancelled, in which event the number of ordinary shares in issue would be reduced.

The Directors believe that it is desirable for the Company to have this choice. Holding the repurchased shares as treasury shares gives the Company the ability to re-issue them quickly and cost effectively and provides the Company with additional flexibility in the management of its capital base.

As at 13 June 2017 (being the latest practicable date prior to the publication of the Report and Accounts 2017), there were warrants and options over 3,955,017 ordinary shares in the capital of the Company, which represent, in aggregate, approximately 6.46% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full, these options and warrants would represent approximately 7.17% of the Company's issued ordinary share capital. As at 13 June 2017 (being the latest practicable date prior to the publication of the Report and Accounts 2017), the Company did not hold any shares in treasury.

Resolution 17

Notice of general meeting

This special resolution is required in order to preserve the ability of the Company to convene general meetings (other than Annual General Meetings) of the Company on not less than 14 clear days' notice, rather than on not less than the 21 days' notice which would otherwise be required. In order to preserve this ability, the Company's shareholders must have approved the calling of such meetings on not less than 14 clear days' notice. Resolution 17 seeks such approval.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole.

The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic proxy submission under the Companies (Shareholders' Rights) Regulations 2009 before it can call a general meeting on such notice.

Summary of the main provisions of the Norcros plc savings related share option scheme 2017 (SAYE)

General

The SAYE is a savings related share option scheme designed to take advantage of the tax beneficial status of savings related share option schemes which comply with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 (Schedule 3).

The SAYE will be administered by the board of directors of the Company (Board) or a duly authorised committee of the Board.

Eligibility

UK employees and full-time directors of the Company and participating companies within the group are eligible to participate in the SAYE. The Board may, however, determine that a qualifying period of service (of up to one year) is required before an employee or full-time director can participate in the SAYE.

The Savings Contract

To participate in the SAYE, an eligible employee must enter into a Save As You Earn contract (Savings Contract) with the savings body designated by the Board, agreeing to make monthly contributions of between £5 and £500 for a specified savings period of three or five years (or such other period as may be specified from time to time under Schedule 3). The Board has discretion to determine the length of the Savings Contracts that will be available in respect of any invitation to apply for options (three years, five years or both). A bonus determined by HMRC may be payable after the expiration of the savings period.

Applications to participate in the SAYE may be scaled down by the Board if applications exceed the number of shares available for the grant of options. Such scaling down may include:

- (a) excluding the HMRC bonus;
- (b) reducing monthly contributions above a certain level pro rata;
- (c) reducing monthly contributions for each eligible employee pro rata; or
- (d) treating elections for five-year Savings Contracts as elections for three-year Savings Contracts.

Option price

The option price for each ordinary share in respect of which an option is granted shall not be less than the greater of:

- (a) 80% of the closing middle-market quotation as derived from the London Stock Exchange Daily Official List for the dealing day immediately prior to the date on which the invitation to participate in the SAYE is made (or, if the Board so determines, the average of the closing mid-market quotations for the three dealing days immediately prior to the invitation date); and
- (b) the nominal value of the shares.

Grant of options

The number of shares over which options may be granted must as nearly as possible be equal to, but not in excess of, that number of shares which may be purchased out of the repayment proceeds (including, if the Board so determines, any bonus payable) of the relevant Savings Contract at the option price.

Subject to any regulatory restrictions, options under the SAYE may only be granted within the period of 30 days following the date on which the option price is determined or, if the option price is determined over three consecutive dealing days, within 30 days after the earliest of those dealing days.

No options may be granted more than ten years after the adoption of

the SAYE. Options granted under the SAYE may not be transferred

(other than on death). No consideration will be required for the grant

of the option.

Benefits under the SAYE are not pensionable.

Limits on the issue of shares

In any ten-year period no more than 10% of the issued ordinary share capital of the Company for the time being may be issued or issuable pursuant to rights acquired under the SAYE and any other employees' share plans established by the Company. For the purposes of this limit, options or other rights to acquire shares which lapse or have been released do not count

Exercise of options

Options will only normally be exercisable for a period of six months commencing on the third or fifth anniversary (as the case may be) of the starting date of the related Savings Contract and, if not exercised by the end of that period, the option will lapse.

Summary of the main provisions of the Norcross plc savings related share option scheme 2017 (SAYE) continued

Earlier exercise may, however, be permitted in specified circumstances, including:

- (a) termination of employment as a result of death, injury, disability, redundancy, retirement or the sale of the subsidiary or business for which the participant works; and
- (b) in the event of a takeover or liquidation of the Company.

In these early exercise circumstances, options will only be exercisable to the extent of the savings in the relevant Savings Contract at the date of exercise.

Rights attaching to shares

All shares allotted or transferred under the SAYE will rank pari passu with all other shares of the Company for the time being in issue (save as regards any rights attaching to such shares by reference to a record date prior to the date of allotment or transfer) and the Company will apply for the listing of any new shares issued under the SAYE.

Corporate events

In the event of a takeover, reconstruction or winding up of the Company, options will become exercisable for a limited period. Alternatively, options may be exchanged for new equivalent options over shares in the acquiring company where appropriate.

Variation of capital

In the event of any rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the ordinary share capital, the Board may make such adjustments as it considers appropriate to the number of shares subject to options and/or the price payable on the exercise of options.

Amendments to the SAYE

The Board may alter the provisions of the SAYE in any respect provided that the prior approval of shareholders in general meeting is obtained for alterations or additions to the advantage of participants to provisions relating to eligibility, option price and variation, limits on the number of newly issued shares available under the SAYE or the rights attaching to options or Shares.

The requirement to obtain the prior approval of shareholders will not, however, apply in relation to any alteration or addition which is minor in nature and made to benefit the administration of the SAYE, to take account of any changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any of its subsidiaries or for participants.

Termination

The SAYE will terminate on the tenth anniversary of its adoption, or such earlier time as the Board may determine, but the rights of existing participants will not be affected by such termination. In the event of termination, no further options will be granted.

Employees outside the UK

The Board may at any time without further shareholder approval establish appendices to the SAYE or further share plans corresponding to the SAYE for the benefit of employees in non-UK jurisdictions. Any such appendices or plans will be similar to the SAYE, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further appendices or plans are treated as