

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) without delay. If you have sold or otherwise transferred all of your shares in Portmeirion Group PLC, you should forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares, you should retain these documents.

# PORTMEIRION GROUP PLC

## Notice of Annual General Meeting

Notice of the Annual General Meeting of Portmeirion Group PLC to be held at Portmeirion Group PLC's registered office at London Road, Stoke-on-Trent, Staffordshire ST4 7QQ, on 19 May 2020 at 12.00 noon is set out on pages 5 to 8 of this document. The action to be taken by shareholders is set out above and on pages 7 and 8. Whether or not you propose to attend the Annual General Meeting, please complete, sign and return the enclosed form of proxy in accordance with the instructions printed on it so that it is received not less than 48 hours before the time of the holding of the Annual General Meeting.

# Letter from the Chairman of the Company

Portmeirion Group PLC (the “Company”)

(Incorporated and registered in England and Wales under number 124842)

Registered Office:

London Road, Stoke-on-Trent,  
Staffordshire ST4 7QQ.

8 April 2020

Dear Shareholder(s),

## Notice of Annual General Meeting

I am writing to you with details of our Annual General Meeting (“AGM”) which we are holding at 12.00 noon on 19 May 2020 at the Company’s registered office at London Road, Stoke-on-Trent, Staffordshire ST4 7QQ. The formal Notice of AGM is set out on pages 5 to 8 of this document.

I set out below explanatory comments regarding the matters to be dealt with at the AGM. There are 15 resolutions which shareholders are asked to approve, of which resolutions 14 and 15 will be proposed as special resolutions and the remainder proposed as ordinary resolutions. For each of the ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution. As resolutions 14 and 15 will be proposed as special resolutions, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

As reported in our announcement of the preliminary results for the year ended 31 December 2019 released on 19 March 2020, our intention was to maintain our total dividends paid and proposed for 2019 at the same level as that for 2018; however, due to the unprecedented uncertainty facing businesses around the world from Covid-19, we have not recommended a final dividend for 2019. We believe this is the most prudent course of action and we confirmed on 19 March 2020 that we will review this decision in three months’ time and consider declaring an additional interim dividend in line with the final dividend for 2018 (29.50p).

In these uncertain times we would highlight that we have a strong balance sheet and extensive bank facilities and headroom in place. In addition, in the past few weeks, the management team have acted quickly to put in place plans aimed at sustaining the safety of our employees and to preserve additional cash across all parts of the business.

Although, like most businesses, we expect some disruption to sales markets in the coming weeks, we believe with the bank facilities we have and the actions already taken that we are well placed to navigate this short term uncertainty. We have strong export order books in place for our UK factories which reflect that markets such as China and South Korea are reopening. Our home fragrance factory, Wax Lyrical, based in Cumbria, has quickly converted bottle production lines to produce alcohol hand sanitiser gel which we hope will support local communities, hospitals, the wider NHS and pharmacists in the coming months.

We are a well-diversified business and are confident in both our short term contingency plans and long term strategy of leveraging our incredible brands around the world.

Please refer to the Chairman’s and Chief Executive’s Statements within the Report and Accounts for the year ended 31 December 2019 sent to you with this Notice.

At the time of writing, in advance of posting, Covid-19 is severely impacting on our daily lives including with the social distancing measures that the government has put in place. As a Board we are supportive of the government’s efforts to contain the virus and we are committed to following all guidance provided and instructions issued by the government and Public Health England to help reduce the spread of Covid-19. With effect from 23 March 2020, the government introduced further compulsory social distancing measures. These measures require people to stay at home, except for very limited purposes, and stop all gatherings of more than two people in public (save for very limited exceptions, including where the gathering is essential for work purposes). These measures are expected to be reviewed after an initial period of three weeks, however we presently do not know when, and to what extent, they will be relaxed or changed. If these compulsory measures remain in place at the date of our AGM, shareholders should not seek to attend the meeting in person and entry to the meeting will be refused to anyone who does try to attend, to ensure compliance with the law. Instead, we urge shareholders to exercise your right to vote at the meeting by appointing a proxy, as detailed below. Even if the compulsory measures are relaxed prior to the date of our AGM, shareholder attendance in person at the AGM may still not be possible nor even wise in this period and we urge shareholders to follow government guidance and instructions.

We encourage shareholders to email our Company Secretary at [shareholderenquiries@portmeiriongroup.com](mailto:shareholderenquiries@portmeiriongroup.com) with any questions you have on the business of the AGM or the Report and Accounts in advance of the meeting. We will answer questions raised by any shareholder as soon as reasonably practical. Further we strongly encourage you to complete and sign the form of proxy sent to you with this Notice whether or not you propose to attend the AGM and return it to our registrars as soon as possible. They must receive it by 12.00 noon on 17 May 2020. This will enable you to exercise your right to vote remotely, in case it remains impossible, or is inadvisable, for you to attend the meeting in person. The quorum for our AGM is two members present in person or by proxy and entitled to vote upon the business to be transacted at the meeting. Please refer to our Shareholder Information page on our corporate website at <https://www.portmeiriongroup.com/investors/shareholder-information> for further updates on arrangements for the AGM and Covid-19.

## Resolution 1 – Report and Accounts

The Directors are required to present to the AGM the audited accounts and the reports of the Directors and the Auditors for the financial year ended 31 December 2019.

## Resolutions 2 to 9 – Election and Re-election of Directors

Under the Company's Articles of Association, each Director is obliged to retire and shall be eligible for re-election at the third Annual General Meeting of the Company after the general meeting at which he/she was appointed or last reappointed. In accordance with our commitment to good corporate governance practice, the Board has voluntarily adopted the policy that in normal circumstances all continuing Directors stand for re-election on an annual basis in line with the recommendations of the UK Corporate Governance Code 2018. Andrew Andrea, Philip Atherton, Lawrence Bryan, Mick Knapper, Janis Kong, Angela Luger, Mike Raybould and I will therefore retire at the AGM and all, apart from Janis Kong, are offering themselves for re-election. In addition, David Sproston is being proposed for election as he joined the Board since the last Annual General Meeting. As announced on 19 March 2020, Janis Kong will retire from the Board at the conclusion of the AGM.

Having considered the performance of, and contribution made by, each of the Directors standing for election or re-election, the Board remains satisfied that the performance of each of the Directors continues to be effective and that they demonstrate a commitment to the role.

Biographical details of the Directors standing for election and re-election are set out on pages 28 and 29 of the Report and Accounts for the year ended 31 December 2019.

## Resolution 10 – Reappointment of Auditors

The Company is required to appoint Auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. This resolution proposes the reappointment of Mazars LLP.

## Resolution 11 – Remuneration of Auditors

In accordance with standard practice, this resolution is proposed to give authority to the Directors to determine the remuneration to be paid to the Auditors.

## Resolution 12 – Directors' Remuneration Report

The Directors' Remuneration Report (excluding the Directors' Remuneration Policy contained within that Report) for which approval is sought is set out on pages 39 to 46 of the Report and Accounts for the year ended 31 December 2019. This vote will be advisory.

## Resolution 13 – Authority to Allot Shares

Under section 551 of the Companies Act 2006 (the "**Act**"), the directors of a company may only allot shares or grant any rights to subscribe for or to convert any security into shares in the company if authorised to do so by shareholders. At the Annual General Meeting of the Company held on 16 May 2019, as in previous years, the Directors were given authority to allot shares and grant such rights. This authority is due to expire at the conclusion of the 2020 AGM, and the Directors propose to renew it.

Share capital management guidelines published by The Investment Association confirm that the Association's members will regard as routine an authority to allot up to two-thirds of a company's existing issued share capital (excluding treasury shares), provided that any amount in excess of one-third of the existing issued shares can be applied only to fully pre-emptive rights issues. In light of these guidelines, which the Board considers represent best practice, this authority (if approved by shareholders) will allow the Directors to allot new shares or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal value of £362,570, approximately equal to two-thirds of the issued share capital excluding treasury shares as at 18 March 2020 (being the latest practicable date prior to the publication of this document). Of this amount, £181,285 (representing approximately one-third of the Company's issued ordinary share capital excluding treasury shares as at 18 March 2020) can only be allotted pursuant to fully pre-emptive rights issues.

The authority will last until the conclusion of the Company's next Annual General Meeting in 2021 or, if earlier, until 30 June 2021. The Directors have no current intention of exercising this authority except in relation to the allotment of shares under share option schemes. However, the Directors consider it appropriate to maintain the flexibility that this authority will provide to be in a position to respond to market developments and to enable allotments to take place to finance business opportunities should they arise.

## Resolution 14 – Disapplication of Pre-emption Rights

If equity securities are to be allotted for cash, section 561(1) of the Act requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of the Act. Those pre-emption provisions also apply to the sale of treasury shares by the Company. However, it may be in the interests of the Company for the Directors to allot shares and/or sell treasury shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements.

## Letter from the Chairman of the Company *continued*

### Resolution 14 – Disapplication of Pre-emption Rights continued

Resolution 14 seeks to renew the power conferred on the Directors at last year's Annual General Meeting to allow the Directors, pursuant to section 570 and section 573 of the Act, to allot shares and to sell treasury shares for cash without first offering them to shareholders in accordance with the pre-emption provisions of the Act. The power is limited to the issue of equity securities and/or sale of treasury shares for cash up to a maximum aggregate nominal amount of £54,386, which is approximately equal to 10% of the issued share capital excluding treasury shares as at 18 March 2020 (being the latest practicable date prior to the publication of this document), and otherwise to allotments of equity securities and/or the sale of treasury shares in connection with a rights issue or other offer to shareholders in proportion to their existing holdings. The power will last until the conclusion of the Company's next Annual General Meeting in 2021 or, if earlier, until 30 June 2021.

### Resolution 15 – Acquisition of the Company's Own Shares

The authority conferred on the Directors at the Annual General Meeting of the Company held on 16 May 2019 to acquire the Company's own shares will expire at the conclusion of the 2020 AGM. The Directors believe that it is in the interests of the Company and its members to continue to have the flexibility to purchase its own shares and resolution 15 seeks authority from members to allow the Company to make market purchases, subject to the restrictions as set out in the Notice of Annual General Meeting, and in particular to the maximum number of ordinary shares that may be purchased being 1,087,710, approximately equal to 10% of the issued share capital of the Company excluding treasury shares as at 18 March 2020 (being the latest practicable date prior to the publication of this document).

The Directors intend to renew this authority annually but only to exercise the authority where, after considering market conditions prevailing at the time, the investment needs of the Company, its opportunities for expansion and its overall financial position, they believe the effect of such exercise would be to increase the earnings per share and be in the best interests of shareholders generally.

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

I would like to take this opportunity to wish you and your families well.

Yours faithfully,



**Dick Steele**

Non-executive Chairman

# Notice of Annual General Meeting

## Portmeirion Group PLC (the “Company”)

Notice is hereby given that the Annual General Meeting (“AGM”) of the Company will be held at the Company’s registered office at London Road, Stoke-on-Trent, Staffordshire ST4 7QQ, on 19 May 2020 at 12.00 noon for the following purposes:

**As ordinary business:** to consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions.

1. To receive the audited accounts for the year ended 31 December 2019 together with the Report of the Directors, the Strategic Report and the Auditor’s Report on those accounts.
2. To re-elect A.A. Andrea as a Director.
3. To re-elect P.E. Atherton as a Director.
4. To re-elect L. Bryan as a Director.
5. To re-elect M.J. Knapper as a Director.
6. To re-elect A.L. Luger as a Director.
7. To re-elect M.T. Raybould as a Director.
8. To elect D. Sproston as a Director.
9. To re-elect R.J. Steele as a Director.
10. To reappoint Mazars LLP as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next meeting at which accounts are laid before the Company.
11. To authorise the Directors to fix the remuneration of the Auditors of the Company.
12. To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy contained within that Report) as set out in the Report and Accounts for the year ended 31 December 2019.

**As special business:** to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions save for resolution 13 which will be proposed as an ordinary resolution.

13. That, in substitution for all existing authorities and pursuant to section 551 of the Companies Act 2006 (the “Act”), the Directors be generally and are unconditionally authorised to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
  - a) up to a maximum aggregate nominal amount of £181,285; and in addition
  - b) up to a further aggregate nominal amount of £181,285 provided that they comprise equity securities (as defined in section 560 of the Act) in connection with an offer of such securities by way of a rights issue to holders of ordinary shares on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares and to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, legal or practical problems arising in or under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

during the period from the date of the passing of this resolution up to the conclusion of the next Annual General Meeting of the Company (to be held in 2021) or 30 June 2021, whichever is the earlier, on which date the authority will expire (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of any such offer or agreement as if this authority had not expired.

## Notice of Annual General Meeting *continued*

### Portmeirion Group PLC (the “Company”)

14. That, subject to the passing of resolution 13 in the Notice of this Annual General Meeting and in substitution for all existing unexercised powers, the Directors be hereby generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the “Act”) to make allotments of equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred on them by resolution 13 in the Notice of this Annual General Meeting or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power be limited:

- a) to the allotment of equity securities where such equity securities have been offered to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- b) to the allotment otherwise than pursuant to sub-paragraph (a) above of equity securities up to an aggregate nominal amount of £54,386,

and that this power shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2021) or on 30 June 2021, whichever is the earlier, 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, notwithstanding such expiry, allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

15. That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the “Act”) to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company (“**Ordinary Shares**”) provided that:

- a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,087,710;
- b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 5p per share;
- c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased;
- d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2021) or on 30 June 2021, whichever is the earlier; and
- e) the Company may enter into 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, notwithstanding such expiry, make a purchase of Ordinary Shares in pursuance of any such contracts as if the power conferred hereby had not expired.

By order of the Board



**M. MacDonald**

Company Secretary

8 April 2020

Registered Office:

London Road  
Stoke-on-Trent  
Staffordshire ST4 7QQ

# Notes to the Notice of Annual General Meeting

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders on the register of members of the Company as at close of business on 15 May 2020 (or, if the meeting is adjourned, not later than close of business on the day which is two working days before the date of the adjourned meeting) will be entitled to attend or vote at the AGM and they may only vote in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after close of business on 15 May 2020 (or, if the meeting is adjourned, after close of business on the day which is two working days before the date of the adjourned meeting) will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. If you wish to attend the meeting in person, please arrive at the venue for the meeting by 11.45 am. Please sign the attendance card attached to the form of proxy which accompanies this Notice of Annual General Meeting and bring it with you to the meeting to enable your attendance to be registered.
3. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company, but must attend the AGM to represent the member. Appointment of a proxy will not prevent members from attending this meeting and voting in person.
4. A form of proxy is enclosed with this Notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact Link Asset Services on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open between 9.00 am and 5.30 pm (UK time) Monday to Friday excluding public holidays in England and Wales. Should you wish to appoint more than one proxy, please photocopy the form indicating on each copy the name of the proxy you wish to appoint, the number of Ordinary Shares in respect of which the proxy is appointed and the way in which you wish them to vote on the resolutions that are proposed. You should send all pages together to Link Asset Services in accordance with the instructions below.
5. To be valid, the form of proxy must be lodged with Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, not later than 48 hours before the time fixed for the meeting, along with any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority). A pre-paid address for use within the UK is printed on the reverse of the form of proxy should you wish to use it.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [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 (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear UK & Ireland") 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 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 the issuer's agent (ID RA10) by not later than 12.00 noon on 17 May 2020 or by not later than 48 hours prior to the time appointed for the holding of any adjourned 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 the issuer's agent 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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.

## Notes to the Notice of Annual General Meeting *continued*

7. 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 note 5 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 share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member, provided that no more than one corporate representative exercises powers over the same share.
9. Copies of all Directors' service contracts with the Company and the terms and conditions of appointment of Non-executive Directors are available for inspection during normal business hours at the registered office of the Company (public holidays excluded) and will also be available for inspection at the place of the AGM from 11.45 am on the day of the AGM until its conclusion.
10. You may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

### **PORTMEIRION** GROUP PLC

London Road  
Stoke-on-Trent  
Staffordshire ST4 7QQ

Tel: +44 (0) 1782 744721

[www.portmeiriongroup.com](http://www.portmeiriongroup.com)