

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 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 this document.

PORTMEIRION GROUP PLC

Notice of Annual General Meeting

Notice of the Annual General Meeting of Portmeirion Group PLC to be held at its registered office at London Road, Stoke-on-Trent, Staffordshire ST4 7QQ, on 21 May 2024 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 appoint a proxy for the meeting using one of the methods described in this Notice, so that the appointment is made or proxy form received not less than 48 hours before the time of the holding of the Annual General Meeting (excluding non-working days).

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

15 April 2024

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 21 May 2024 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 16 resolutions which shareholders are asked to approve, of which resolutions 15 and 16 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 15 and 16 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.

The Board are pleased to be recommending a final dividend for the year ended 31 December 2023 of 2.00p per share (2022: 12.00p). An interim dividend of 3.50p per share (2022: 3.50p) was paid on 15 December 2023. Total dividends paid and proposed for the year would therefore be 5.50p (2022: 15.50p).

We encourage shareholders to email our Company Secretary at 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.

Your vote is important. Shareholders who attend the AGM will be able to vote during the meeting in person. Whether or not you propose to attend the meeting in person, we strongly encourage you to appoint a proxy and submit your voting instructions in advance of the meeting. If the Chairman of the AGM is appointed as your proxy, he will vote on a poll in accordance with instructions you have given. If the Chairman is given discretion as to how to vote, he will vote on a poll in line with the Board's recommendations on each of the resolutions.

This year, you can appoint a proxy for the meeting and submit your voting instructions in one of the following ways:

1. through the Signal Shares portal, at www.signalshares.com. To use the Signal Shares portal you will need to log in to your Signal Shares account, or register if you have not already done so by following the instructions available on that website. To register you will need your Investor Code, which can be found on your share certificate or is available from our registrars, Link Group, by contacting them with the details provided below;
2. by completing a paper proxy form and returning it to Link Group in accordance with the instructions printed on the form. If you would like a paper proxy form, please contact Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call them on 0371 664 0300 (or +44 371 664 0300 if calling from outside the United Kingdom). 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;
3. via the shareholder app provided by our registrars, LinkVote+;
4. for those shareholders who hold their shares in uncertificated form in CREST, via the CREST system; or
5. institutional investors may also be able to appoint a proxy electronically via the Proximity platform.

Further details on these methods are available in note 4 of the Notes to the Notice of Annual General Meeting on page 7. Whether appointing your proxy electronically, via CREST or using the paper proxy form, please ensure that your proxy appointment is made as soon as possible. In order to be valid, your electronic proxy appointment must be made, or your completed hard copy proxy form must be received by our registrars, by no later than 12.00 noon on 17 May 2024.

Resolution 1 – Report and Accounts

The Directors are required to present to the AGM the audited accounts, the Strategic Report and the reports of the Directors and the Auditors for the financial year ended 31 December 2023.

Resolution 2 – Declaration of Dividend

Final dividends must be approved by shareholders but cannot exceed the amount recommended by the Directors.

Resolutions 3 to 10 – 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 each Annual General Meeting of the Company. All Directors will therefore retire at the AGM and, apart from Andrew Andrea, are offering themselves for re-election. In addition, Jeremy Wilson is being proposed for election as he joined the Board since the last Annual General Meeting.

Having considered the performance of, and contribution made by, each of the continuing Directors, 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 each of the Directors are set out on pages 38 and 39 of the Report and Accounts for the year ended 31 December 2023.

Resolution 11 – 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 12 – 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 13 – 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 50 to 57 of the Report and Accounts for the year ended 31 December 2023. This vote will be advisory.

Resolution 14 – 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 23 May 2023, the Directors were given authority to allot shares and grant such rights. This authority is due to expire at the earlier of the conclusion of the 2024 AGM or 30 June 2024, and the Directors propose to renew it.

Share capital management guidelines published by The Investment Association in February 2023 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 offers. 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 £466,460, approximately equal to two-thirds of the issued share capital excluding treasury shares as at 25 March 2024 (being the latest practicable date prior to the publication of this document). Of this amount, £233,230 (representing approximately one-third of the Company's issued ordinary share capital excluding treasury shares as at 25 March 2024) can only be allotted pursuant to fully pre-emptive offers to existing shareholders.

The authority will last until the conclusion of the Company's next Annual General Meeting in 2025 or, if earlier, until 30 June 2025. 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 15 – 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.

Resolution 15 seeks to renew the power conferred on the Directors at the Annual General Meeting of the Company held on 23 May 2023 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 £69,969, which is approximately equal to 10% of the issued share capital excluding treasury shares as at 25 March 2024 (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 2025 or, if earlier, until 30 June 2025.

Resolution 16 – Acquisition of the Company's Own Shares

The authority conferred on the Directors at the Annual General Meeting of the Company held on 23 May 2023 to acquire the Company's own shares will expire at the conclusion of the 2024 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 16 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 1,399,380, approximately equal to 10% of the issued share capital of the Company excluding treasury shares as at 25 March 2024 (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.

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 21 May 2024 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 2023 together with the Report of the Directors, the Strategic Report and the Auditor’s Report on those accounts.
2. To declare a final dividend of 2.00p per share in respect of the year ended 31 December 2023 payable on 31 May 2024 to shareholders on the register at the close of business on 26 April 2024.
3. To re-elect C.V. Askem as a Director.
4. To re-elect M.J. Knapper as a Director.
5. To re-elect A.L. Luger as a Director.
6. To re-elect M.T. Raybould as a Director.
7. To re-elect W.J. Robedee as a Director.
8. To re-elect D. Sproston as a Director.
9. To re-elect R.J. Steele as a Director.
10. To elect J.M.C. Wilson as a Director.
11. 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.
12. To authorise the Directors to fix the remuneration of the Auditors of the Company.
13. 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 2023.

As special business: to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions save for resolution 14 which will be proposed as an ordinary resolution.

14. 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 £233,230 and in addition;
 - b. up to a further aggregate nominal amount of £233,230 provided that they comprise equity securities (as defined in section 560 of the Act) in connection with an offer of such securities 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 2025) or 30 June 2025, 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.

15. That, subject to the passing of resolution 14 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 14 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 £69,969,

and that this power shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2025) or on 30 June 2025, 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.

16. 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 5.00p 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 1,399,380;
 - b. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 5.00p per share;
 - c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be the higher of (i) 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 and (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
 - 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 2025) or on 30 June 2025, 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

15 April 2024

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 17 May 2024 (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 17 May 2024 (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 a.m. so that your shareholding may be checked against the Company's register of members and attendance recorded. Entry may be refused to ensure compliance with the law.
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 their 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 (whether electronically, via CREST, or through the return of a completed paper proxy form) will not prevent members from attending this meeting and voting in person.
4. Shareholders can appoint a proxy or proxies:
 - a. electronically, by visiting www.signalshares.com and following the instructions on that website and in note 5 below;
 - b. by requesting a paper proxy form from the Company's registrars, Link Group, by telephoning them on 0371 664 0300 (+44 371 664 0300 if calling from outside the United Kingdom). 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 a.m. and 5.30 p.m. (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 Group in accordance with the instructions below;
 - c. by using LinkVote+, a shareholder app that has been launched by Link Group, the Company's registrars. It is free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below;
 - d. in the case of CREST members, by using the CREST electronic proxy appointment service in accordance with the procedures set out below; or
 - e. if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the registrars. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12.00 noon on 17 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting (excluding non-working days). Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
5. To submit your proxy appointment(s) electronically via the internet, please visit www.signalshares.com and follow the instructions. If you have not registered an account with Signal Shares before, you will need your unique Investor Code in order to register (which can be found on your share certificate or is available from Link Group). Electronic proxy appointments must be made by no later than 12.00 noon on 17 May 2024 (or, in the case of an adjournment of the AGM, not later than 48 hours before the time fixed for the holding of the adjourned meeting, excluding non-working days).



6. If you use the paper proxy form to appoint a proxy, the duly completed and signed form must be returned to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, and received by them not later than 48 hours before the time fixed for the meeting (excluding non-working days), along with any power of attorney or other authority under which the proxy is appointed (or a notorially certified copy of such power or authority).
7. 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). 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 & International Limited’s (“**Euroclear UK & International**”) 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 2024 or by not later than 48 hours prior to the time appointed for the holding of any adjourned meeting (excluding non-working days). 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 & International 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 their 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.

8. 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 notes 4 to 7 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.
9. 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.
10. Submission of a proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
11. Unless otherwise indicated on the form of proxy, within CREST, via Proxymity or in any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
12. 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) from the date of this Notice until the date of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
13. 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.
14. The Company will process personal data that shareholders provide to the Company, including the personal data of any proxy that is appointed. Personal data will include name and contact details and the votes that are cast. The Company may also process personal data of attendees at the AGM, including photos, recordings and audio and video links, as well as other forms of personal data. The Company and any third party to which it discloses the data (including its registrars, Link Group) may process such data for the purposes of maintaining the Company’s records, meeting management, managing corporate actions, fulfilling the Company’s obligations to shareholders, fulfilling the company’s legal obligations and communicating with shareholders. All data will be processed in accordance with the Company’s privacy notice, which can be accessed at the following web address: <https://www.portmeiriongroup.com/corporate-privacy-policy>.

PORTMEIRIONGROUP PLC

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www.portmeiriongroup.com