

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

If you are in any doubt about what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are outside the United Kingdom.

If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

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# gleeson

MJ GLEESON PLC

(incorporated in England and Wales under the Companies Act 2006 with registered number 09268016)

## NOTICE OF ANNUAL GENERAL MEETING

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Published on 17 October 2025

Notice of the Annual General Meeting, to be held at Grocers' Hall, Princes St, London EC2R 8AD at 11.30 am on Friday 14 November 2025, is set out on pages 8 to 12 of this document. Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the Notes to the Notice set out on pages 10 to 12. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes to the Notice by no later than 11.30 am on Wednesday 12 November 2025.

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# LETTER FROM THE CHAIR OF MJ GLEESON PLC

(Registered in England and Wales under the Companies Act 2006 with registered number 09268016)

Registered office: 6 Europa Court, Sheffield Business Park, Sheffield, S9 1XE

## Directors and Officers

|                   |                         |
|-------------------|-------------------------|
| Fiona Goldsmith   | Chair                   |
| Graham Prothero   | Chief Executive Officer |
| Stefan Allanson   | Chief Financial Officer |
| Christopher Mills | Non-Executive Director  |
| Elaine Bailey     | Non-Executive Director  |
| Nicola Bruce      | Non-Executive Director  |
| Leanne Johnson    | Company Secretary       |

17 October 2025

## Dear shareholder

### Introduction

I have the pleasure of writing to you with details of the Annual General Meeting (the “AGM”) of MJ Gleeson plc (the “Company”), which is to be held at Grocers’ Hall, Princes Street, London EC2R 8AD at 11.30 am on Friday 14 November 2025. The formal notice of the AGM of the Company (the “Notice”) and the resolutions to be proposed at the AGM (the “Resolutions”) are set out on pages 8 to 9 of this document. Explanatory notes to the Resolutions can be found on pages 10 to 12.

A copy of our Annual Report and Accounts for the year ended 30 June 2025 (the “Annual Report and Accounts 2025”) is enclosed for those shareholders who have requested a paper copy and is available on our Company’s website at [www.mjgleesonplc.com](http://www.mjgleesonplc.com).

### Attendance at the Meeting

We would appreciate it if shareholders planning to attend the meeting confirm their attendance to us in advance, by emailing [companysecretary@mjgleeson.com](mailto:companysecretary@mjgleeson.com) by 5.00 pm on Friday 7 November 2025. This will enable us to make the necessary arrangements to comfortably accommodate shareholders at the venue.

Any changes to the arrangements for the AGM will be announced as soon as practically possible through the Company’s website at [www.mjgleesonplc.com](http://www.mjgleesonplc.com). Therefore, please check the Company’s website regularly in the run up to the meeting.

### Action to be taken

If you are unable to attend the AGM, you can still be represented at the meeting by appointing a proxy to act on your behalf and by giving instructions on how you wish your proxy to vote on the Resolutions.

Irrespective of whether or not you propose to attend the meeting, we would encourage you to appoint the Chair of the meeting as your proxy. This will ensure that your vote will be counted if ultimately you are (or any other proxy you might otherwise appoint is) not able to attend on the day for any reason. If you appoint the Chair of the meeting as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, they will vote in favour of each of the Resolutions. Appointing a proxy will not prevent you from attending and voting in person if you wish to do so.

There are several ways that you can appoint a proxy and submit your vote:

1. Hard copy proxy form: You can complete, sign and return the enclosed hard copy proxy form.
2. Electronic voting: You can log onto [www.shareview.co.uk](http://www.shareview.co.uk) and submit a proxy appointment online by following the on-screen instructions.
3. CREST: If you hold a CREST share account, and hold shares in CREST, you may appoint a proxy electronically by completing and transmitting a CREST Proxy Instruction.
4. Proxymity: If you are an institutional investor, you can appoint a proxy electronically via the Proxymity platform, by logging onto [www.proxymity.io](http://www.proxymity.io) and following the instructions.

Whichever method you choose, your proxy appointment must be received by the Company no later than 11.30 am on Wednesday 12 November 2025 to be valid. Full details on how to appoint a proxy to vote on your behalf are set out in the notes to the Notice.

If you have any questions about the AGM or your shareholding, please contact our Registrar, Equiniti, by post at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA; by telephone on +44 (0)371 384 2030 (lines are open from 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales); or for shareholders who have already registered with the Registrar’s online portfolio service Shareview at [www.shareview.co.uk](http://www.shareview.co.uk).

The results of the AGM will be announced via a Regulatory Information Service and will be published on our website, [www.mjgleesonplc.com](http://www.mjgleesonplc.com), as soon as reasonably practicable after the AGM.

## Board Composition

James Thomson stepped down from the Board on 23 April 2025. Having served as interim Chair, Fiona Goldsmith was appointed to the role of Chair on 4 July 2025, as well as Chair of the Nomination Committee. Fiona remains the Chair of the Audit Committee on an interim basis whilst an external search is in progress to appoint a further independent Non-Executive Director to fill this role, which is hoped to conclude before the Annual General Meeting. Nicola Bruce was appointed as Senior Independent Director, also on 4 July 2025.

The Board acknowledges that the composition of the Board and Audit Committee (at publication of this document) is inconsistent with the UK Corporate Governance Code. The Board's rationale can be found on page 116 of the Annual Report and Accounts 2025.

All Directors will stand for annual re-election at the 2025 AGM.

Full Board biographies are contained on page 7 of this document.

## Recommendation

Your Directors consider that each of the proposed Resolutions in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of the Resolutions as they intend to do in relation to their own beneficial holdings, amounting in aggregate to 6,361,863 shares (representing approximately 10.89% of the issued share capital of the Company as at 3 October 2025, being the latest practicable date before publication of this document).

Yours faithfully

Fiona Goldsmith  
Chair

## Explanatory notes regarding the Business of the AGM

Resolutions 1 to 14 will be proposed as ordinary resolutions. These resolutions will be passed on a poll if each resolution is passed by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote on each resolution. Resolutions 15 to 18 will be proposed as special resolutions. These resolutions will be passed on a poll if each resolution is passed by members representing not less than 75% of the total voting rights of members who (being entitled to do so) vote on each resolution.

### Annual Report and Accounts for the year ended 30 June 2025 (Resolution 1)

The Companies Act 2006 requires the directors of a public company to lay before the company in a general meeting copies of the Directors' Report, the Independent Auditors' Report and the audited Financial Statements of the company in respect of each financial year. In accordance with best practice, the Company proposes an ordinary resolution to receive and adopt its audited accounts and reports for the year ended 30 June 2025 (the "Annual Report and Accounts 2025").

### Directors' Remuneration Report (Resolution 2)

Resolution 2 seeks shareholders' approval of the Annual Report on Remuneration for the year ended 30 June 2025. The Annual Report on Remuneration is set out on pages 140 to 151 of the Annual Report and Accounts 2025. For the purposes of this resolution, the Annual Report on Remuneration does not include the Remuneration Policy Report which is set out on pages 152 to 160 of the Annual Report and Accounts 2025 and which is the subject of a separate resolution this year. The vote on Resolution 2 is advisory only and the Directors' entitlement to receive remuneration is not conditional on its being passed.

### Directors' Remuneration Policy (Resolution 3)

Resolution 3 seeks shareholders' approval of the Directors' Remuneration Policy (the "Remuneration Policy") as set out on pages 152 to 160 of the Annual Report and Accounts 2025.

In accordance with section 439A of the Companies Act 2006 (the "2006 Act"), the Company is required to put the Remuneration Policy to shareholders for approval at least every three years. The Company's current policy was last approved by shareholders at the AGM held in 2022. Accordingly, shareholders are invited to approve the proposed Remuneration Policy at the AGM.

There are no proposed changes to the overall framework for Executive remuneration under the existing remuneration policy, as the Board considers the current approach to support a performance driven culture and the creation of shareholder value. The only change is one minor refinement to the annual bonus clawback period, from two years to three years following determination of bonus.

If Resolution 3 is passed, the Remuneration Policy will take effect immediately. It is intended that the Remuneration Policy will apply for three years. The vote on the Remuneration Policy is binding. This means that with effect from the date on which Resolution 3 is passed, the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a Director of the Company which is inconsistent with the approved Remuneration Policy, unless such payment is approved by shareholders.

### Final dividend in respect of the year ended 30 June 2025 (Resolution 4)

The Board recommends a final dividend payment to shareholders of 7.0 pence per ordinary share in respect of the year ended 30 June 2025. The dividend, if approved by shareholders, will be paid on 21 November 2025 to shareholders on the register of members at the close of business on 24 October 2025.

### Re-appointment of Directors (Resolutions 5 to 10)

Resolutions 5 to 10 relate to the retirement and re-appointment of the Company's Directors. In line with best practice and the recommendations of the UK Corporate Governance Code, all Directors at the date of this Notice intend to retire from office at the Annual General Meeting, and each of them seeks re-appointment by the Company's shareholders.

The Board believes that each Director continues to demonstrate commitment to their role in order to discharge the Board's duties and responsibilities effectively, and to contribute to the long-term sustainable success of the Company. The Board therefore recommends the re-appointment of all of the Directors. The biographical details of each of the Directors can be found on page 7 of this document. The Directors' key strengths are set out on pages 110 and 111 of the Annual Report and Accounts 2025.

### Re-appointment and remuneration of the Independent Auditors (Resolutions 11 and 12)

The Company is required to appoint or re-appoint auditors at each Annual General Meeting at which its audited accounts and reports are presented to shareholders. On the recommendation of the Audit Committee, the Board is proposing to shareholders the re-appointment of PricewaterhouseCoopers LLP as Independent Auditors. Resolution 11, therefore, proposes PwC's re-appointment to hold office until the Company's next Annual General Meeting at which its accounts are laid before shareholders. Resolution 12 authorises the Directors to determine the Independent Auditors' remuneration. The Audit Committee has confirmed to the Board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditors.

## Group Share Purchase Plan Trust Deed and Rules (the “Trust Deed and Rules”) (Resolution 13)

Resolution 13 seeks shareholders’ approval of the Trust Deed and Rules of the MJ Gleeson Group Share Purchase Plan (GSPP). The GSPP is an all-employee share incentive plan, which takes advantage of the tax beneficial status of share incentive plans which comply with Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003. Participation is open to all employees of participating companies. When the GSPP Trust Deed and Rules were previously approved by shareholders, they contained a ten-year limit on the grant of awards, with such limit capable of being extended with shareholder approval. However, current institutional investor guidance no longer recommends a ten-year limit for all employee share plans such as the GSPP, and therefore it is proposed to remove the ten-year shareholder approval requirement in the Trust Deed and Rules. There are no other material changes in the revised Trust Deed and Rules of the GSPP which are being proposed for approval. This resolution is not contingent on the approval of the Remuneration Policy under resolution 3. The key terms of the GSPP are set out in Appendix 1 to this document. A copy of the GSPP Trust Deed and Rules is available on the National Storage Mechanism from the date of this document, and will be available for inspection at the place of the AGM for at least 15 minutes before and during the AGM.

## Share allotment authority (Resolution 14)

The Directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the Annual General Meeting and the Board would like to seek a new authority to provide the Directors with flexibility to allot new shares and grant rights up until the Company’s next Annual General Meeting.

Resolution 14, which will be proposed as an ordinary resolution, seeks to confer on the Directors the authority to allot ordinary shares and other shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company up to a maximum aggregate nominal amount of £389,521 (representing approximately one-third of the Company’s issued ordinary share capital as at 3 October 2025, being the latest practicable date before publication of this document). This authority will expire at the close on business on 31 December 2026 or, if earlier, at the conclusion of the next Annual General Meeting and will revoke the previous authorities to the extent that they have not already been utilised. Your Directors have no present intention of issuing any shares in the Company, save in respect of employee share schemes, but the passing of this Resolution will enable your Directors to take advantage of any opportunities which may arise. As at 3 October 2025 the Company did not hold any of its shares as treasury shares.

## Disapplication of pre-emption rights (Resolutions 15 and 16)

Under section 561 of the Companies Act 2006 (the “2006 Act”) all equity securities which a company proposes to issue for cash have to be offered to existing shareholders in proportion to their existing holdings. Your Directors believe that this would be too restrictive to enable the Company to take advantage of opportunities which may arise. Section 570 of the 2006 Act permits the disapplication of such pre-emption rights. Accordingly, Resolutions 15 and 16 seek the disapplication of statutory pre-emption rights in specific circumstances.

In November 2022, the Pre-Emption Group revised its Statement of Principles on the Disapplication of Pre-Emption Rights. The revised Principles made a number of changes designed to improve capital raising processes for publicly traded companies by, among other matters, increasing the ‘routine’ disapplication thresholds and introducing new supplemental disapplication thresholds.

The Principles provide that a company may now seek power to issue, on a non-pre-emptive basis, shares for cash in any one year representing: (i) no more than 10% (previously 5%) of the company’s issued ordinary share capital for use in any circumstances; and (ii) no more than an additional 10% (previously 5%) of the company’s issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period (previously 6 months) and is disclosed in the announcement of the issue.

The Principles also provide that, in both cases (i) and (ii) outlined above, a company may now seek a further power to issue, on a non-pre-emptive basis, shares for cash representing no more than 2% of the company’s issued ordinary share capital for the purposes of making a ‘follow-on’ offer (being an offer of a kind contemplated by the Principles) to certain retail investors and existing shareholders.

The Board has carefully considered the increased and supplemental thresholds available under the revised Principles, and has concluded that, for the time being, it is in the best interests of the Company and its shareholders to continue to seek disapplication powers similar in both scope and level to those sought by the Company in previous years.

Accordingly, Resolution 15 is proposed as a special resolution. If passed, it will permit the Directors to allot equity securities (and/or sell shares held in treasury) for cash without complying with the statutory pre-emption procedure (a) in connection with a rights issue, open offer or other pre-emptive issue; and (b) otherwise than in connection with any such offer or issue, up to a maximum nominal amount of £58,428. This amount is equivalent to approximately 5% of the Company’s issued ordinary share capital as at 3 October 2025 (being the latest practicable date before publication of this document). This resolution will permit the Directors to allot shares (and/or sell shares out of treasury) for cash on a non-pre-emptive basis, up to the specified 5% level in any circumstances.

Resolution 16 is in addition to Resolution 15 and will also be proposed as a special resolution in line with best practice. If this resolution is passed, it will enable the Directors to allot shares (and/or sell shares out of treasury) for cash free from statutory pre-emption rights up to a further maximum nominal amount of £58,428. This amount is also equivalent to approximately 5% of the Company’s issued ordinary share capital as at 3 October 2025 (being the latest practicable date before publication of this document).

The Board shall use the power conferred by Resolution 16 only in connection with either an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period (previously 6 months) and is disclosed in the announcement of the issue.

The Directors have no current intention of exercising these powers if granted, but believe that it is in the best interests of the Company and its shareholders to have the flexibility, in the circumstances outlined, to allot shares and/or to sell treasury shares for cash free from statutory pre-emption rights. The Board confirms that, in exercising these powers, it will follow the shareholder protections and features set out in Part 2B of the Principles.

### **Purchase own shares (Resolution 17)**

Resolution 17 is a special resolution which, if passed, will authorise the Company to make one or more market purchases of its own shares up until the close on business on 31 December 2026 or, if earlier, the conclusion of the Company's next Annual General Meeting, subject to specific conditions relating to price and volume.

The maximum number of ordinary shares which may be purchased under this authority is 5,842,813, representing approximately 10% of the issued share capital as at 3 October 2025, being the latest practicable date before publication of this document. The maximum and minimum prices which may be paid for each ordinary share are as specified in Resolution 17. Your Directors have no immediate plans to utilise this proposed authority but consider it desirable for it to be available to provide additional flexibility in the management of the Company's capital resources. The Directors would exercise this authority only if they believed that to do so would be in the interests of the shareholders generally and would be likely to result in an increase in earnings per share ("EPS"). The Directors would also consider whether any EPS targets included in employee share incentive schemes should be adjusted to take account of any buyback. Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held in treasury, depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time.

### **Notice of General Meetings (Resolution 18)**

Under the 2006 Act, the notice period required for general meetings of the Company is at least 21 clear days unless shareholders approve a shorter notice period (which cannot, however, be less than 14 clear days) and provided that certain conditions are met.

Annual General Meetings will continue to be held on at least 21 clear days' notice. A condition for the shorter notice period for other general meetings is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility allowing shareholders to appoint a proxy by means of a website. The Company provides this facility (please see the notes to the Notice below for the Company's arrangements for electronic proxy appointments). The other condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days. Therefore, in order to continue to be able to call general meetings (other than Annual General Meetings) on 14 clear days' notice, Resolution 18 seeks such approval. It is intended that the shorter notice would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of 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.

## Board Biographies

### **Fiona Goldsmith – Non-Executive Chair**

Appointed to the Board in October 2019 as a Non-Executive Director, Fiona became Senior independent Director in March 2022. Fiona became interim Chair in April 2025 and was appointed to the role permanently on 4 July 2025.

Fiona has extensive experience in finance. Following qualification at KPMG, Fiona held senior finance roles at First Choice Holidays plc and Land Securities Group plc. Fiona is currently a Non-Executive Director and Chair of the Audit and Risk Committee of KCOM Group Limited. Fiona continues to chair the Company's Audit Committee on an interim basis, while the search for a new Non-Executive Director is concluded. She is also Chair of the Nomination Committee and a member of the Remuneration Committee. The Board acknowledges that the composition of the Audit Committee (at publication of this document) is inconsistent with the UK Corporate Governance Code. The Board's rationale can be found on page 116 of the Annual Report and Accounts 2025.

### **Christopher Mills – Non-Executive Director (non-independent as a significant shareholder representative)**

Appointed to the Board in January 2009

Christopher is the founder and managing Director of Harwood Capital Management Group and was Chief Investment Officer of J O Hambro Capital Management Limited from 1993 to 2011. He is also Chief Executive and Investment Manager of North Atlantic Smaller Companies Investment Trust PLC, a UK listed investment trust. Christopher is a Non-Executive Director of several private and publicly quoted companies.

### **Elaine Bailey – Independent Non-Executive Director**

Appointed to the Board in March 2021

Elaine has extensive experience in housing, engineering, construction and government services. She was previously CEO of the Hyde Housing Association. Elaine is a chartered member of the Institution of Structural Engineers. She also has a number of Non-Executive roles including at Residential Secure Income plc, McCarthy & Stone (Shared Ownership) Limited and Andium Homes, and is a trustee of the Greenslade Family Foundation. Elaine is Chair of the Company's Sustainability Committee and a member of each of the Audit, Nomination and Remuneration Committees. Elaine also shares the responsibilities of the Workforce Representative.

### **Nicola Bruce – Independent Non-Executive Director and Senior Independent Director**

Appointed to the Board in March 2023

Nicola is experienced in strategy and development and has previously held senior appointments in a range of private and listed companies. Nicola is currently a Non-Executive Director and Chair of the Remuneration Committee of Stelrad Group plc and Ibstock plc, and a Non-Executive Director at OFWAT. Nicola is Chair of the Company's Remuneration Committee and a member of both the Audit and Nomination Committees. Nicola also shares the responsibilities of the Workforce Representative.

### **Graham Prothero – Chief Executive Officer**

Appointed to the Board in January 2023

Graham has extensive industry experience and was previously Chief Operating Officer at Vistry Group plc and Chief Executive of Galliford Try plc. Graham is a Fellow of the Institute of Chartered Accountants and was previously a partner at Ernst and Young LLP. Graham is currently the Senior Independent Director and Chair of the Audit Committee of Marshalls plc, and on the Board of The Jigsaw Trust.

### **Stefan Allanson – Chief Financial Officer**

Appointed to the Board in July 2015

Stefan joined the Group in June 2015 as Chief Financial Officer designate from Keepmoat Homes where he held the Deputy Chief Financial Officer role. Stefan qualified as an accountant in 1994, following which he held senior finance roles at Honda Motor Co, BTP plc, The Skills Market, The Vita Company and Tianhe Chemicals. Stefan is a Non-Executive Director and Chair of the Audit and Risk Committee of Norcros plc.

## NOTICE OF ANNUAL GENERAL MEETING (the “Notice”)

Notice is hereby given that the Annual General Meeting of MJ Gleeson plc (registered in England and Wales 09268016) (the “Company”) will be held at Grocers’ Hall, Princes St, London EC2R 8AD at 11.30 am on Friday 14 November 2025 for the purposes set out below.

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

1. To receive and adopt the Directors’ Report, the Strategic Report and the financial statements together with the Independent Auditors’ Report for the year ended 30 June 2025.
2. To approve the Annual Report on Remuneration (other than the part containing the Directors’ Remuneration Policy) for the year ended 30 June 2025.
3. To approve the Directors’ Remuneration Policy (as contained in the Remuneration Policy Report for the year ended 30 June 2025).
4. To declare a final dividend of 7.0 pence per ordinary share.
5. To re-appoint Fiona Goldsmith as a Director of the Company.
6. To re-appoint Christopher Mills as a Director of the Company.
7. To re-appoint Elaine Bailey as a Director of the Company.
8. To re-appoint Nicola Bruce as a Director of the Company.
9. To re-appoint Graham Prothero as a Director of the Company.
10. To re-appoint Stefan Allanson as a Director of the Company.
11. To re-appoint PricewaterhouseCoopers LLP as Independent Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at which the financial statements are to be laid.
12. To authorise the Directors of the Company to determine the Independent Auditors’ remuneration.
13. To:
  - a) approve and adopt the trust deed and rules of the MJ Gleeson Group Share Purchase Plan (GSPP), described in the circular of which the notice containing this resolution forms part and in the form produced in draft to the meeting and for the purpose of identification initialled by the Chairman of the meeting; and
  - b) authorise the directors of the Company (i) to do all such things as may be necessary or desirable to carry the GSPP into effect, including making any changes to the trust deed and/or rules of the GSPP necessary or desirable in order to ensure that the directors can make a valid declaration to HM Revenue & Customs that the GSPP satisfies the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003; and (ii) to adopt further plans based on the GSPP but modified to take account of local tax, exchange control or securities law 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 GSPP.
14. That for the purposes of section 551 of the Companies Act 2006 the Directors are generally and unconditionally authorised in accordance with Article 8 of the articles of association of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (“relevant securities”) up to a maximum nominal amount of £389,521 (being the “Section 551 Amount” for the purposes of such Article 8) for a period expiring at the close on business on 31 December 2026 or, if earlier, at the conclusion of the Company’s next Annual General Meeting (being the “prescribed period” for the purposes of such Article 8), upon the terms set out in such Article 8, and that all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable under section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or right to be granted to subscribe for or convert any securities into shares in the Company on or after that date).

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

15. That, if Resolution 14 is passed, the Directors are empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment and/or sale; such power to be limited to:
- a) the allotment of equity securities and/or the sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,and so that the Directors may impose any limits, exclusions or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and
  - b) the allotment of equity securities and/or the sale of treasury shares (otherwise than under paragraph (a) above) up to a maximum nominal amount of £58,428,  
such power to expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 14 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.
16. That, if Resolution 14 is passed, the Directors are empowered, in addition to any power granted under Resolution 15, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment and/or sale; such power to be:
- a) limited to the allotment of equity securities and/or sale of treasury shares up to a maximum nominal amount of £58,428; and
  - b) used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,  
such power to expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 14 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.
17. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its own ordinary shares provided that:
- (i) the maximum aggregate number of ordinary shares which may be acquired pursuant to this authority is 5,842,813;
  - (ii) the minimum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to its nominal value;
  - (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the highest of:
    - (a) an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased; and
    - (b) an amount equal to 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 venues where the purchase is carried out;
  - (iv) unless previously revoked or varied, this authority expires at the close on business on 31 December 2026 or, if earlier, at the conclusion of the Company's next Annual General Meeting; and
  - (v) the Company may make a contract or contracts to purchase its own ordinary shares under this authority prior to the expiry of such authority which will or may be executed by the Directors wholly or partly after the expiry date of such authority, and may make a purchase of its own ordinary shares in pursuance of any such contract or contracts.
18. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

L Johnson  
Company Secretary

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A copy of all contracts of service and letters of appointment between the Company and its Directors may be inspected at the Company's registered office during normal business hours on any weekday (excluding public holidays).
2. A shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint another person, or two or more persons in respect of different shares held by them, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. Shareholders are encouraged to appoint the Chair of the meeting as their proxy. This will ensure that the appointing shareholder's vote will be counted if ultimately the shareholder (or any other proxy the shareholder might otherwise appoint) is not able to attend on the day for any reason. Shareholders can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
3. A proxy may be appointed by any of the following methods:
  - completing and returning the enclosed hard copy Proxy Form and depositing it with the Company's registrars in accordance with Note 4 below;
  - registering the proxy appointment electronically in accordance with Note 5 below;
  - in the case of a CREST member, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Notes 12 to 15 below; or
  - in the case of an institutional investor, by utilising the Proxymity service in accordance with Note 16 below.
4. A hard copy Proxy Form is enclosed and instructions for use are shown on the form. To be valid, the form (and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or other authority) must be lodged with the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 11.30 am on Wednesday 12 November 2025 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting). Any amendments that the shareholder makes to the Proxy Form must be initialled by themselves.
5. As an alternative to completing and returning the hard copy Proxy Form, a shareholder may submit a proxy appointment electronically by accessing [www.shareview.co.uk](http://www.shareview.co.uk). To be valid any electronic proxy appointment must be received (together with any power of attorney or other authority under which it is signed or authenticated or a notarially certified copy of such power or other authority) by the Company's registrars, Equiniti Limited, by no later than 11.30 am on Wednesday 12 November 2025 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting).
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the appointed proxy will vote (or abstain from voting) at their discretion. The appointed proxy will also vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
8. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "2006 Act") to enjoy information rights (a "Nominated Person") may, under an agreement between themselves and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. The statement of the rights of shareholders in relation to the appointment of proxies in Note 2 above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.
10. Only those shareholders who are registered on the register of members of the Company at 6.30 pm on Wednesday 12 November 2025, or, if the meeting is adjourned, shareholders entered on such register 48 hours (excluding non-working days) before the time fixed for the adjourned meeting are entitled to attend and vote in respect of the number of shares registered in their names at the time. Changes to entries on the register of members after 6.30 pm on Wednesday 12 November 2025 or, if the meeting is adjourned, not less than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting, will be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
11. As at 3 October 2025 (which is the latest practicable date before publication of this Notice) the Company's issued share capital consisted of 58,428,126 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 3 October 2025 were 58,428,126.
12. CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournments of it by utilising the procedures described in the CREST Manual. CREST personal members and 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.

13. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST participant ID: RA19) (together with any power of attorney or other authority under which it is signed or authenticated or a notarially certified copy of such power or other authority) by no later than 11.30 am on Wednesday 12 November 2025 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company'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.
14. CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & International Limited 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 means of the CREST system by any particular time. In this connection CREST members and where applicable their CREST sponsors or voting services provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. 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.
16. A shareholder who is an institutional investor may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. Further information regarding Proxymity can be found at [www.proxymity.io](http://www.proxymity.io). To be valid, a shareholder's proxy appointment must be received (together with any power of attorney or other authority under which it is signed or authenticated or a notarially certified copy of such power or other authority) by no later than 11.30 am on Wednesday 12 November 2025 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting). Before a proxy can be appointed via this process, the appointing shareholder will need to have agreed to Proxymity's associated terms and conditions. It is important that the appointing shareholder reads these carefully as the shareholder will be bound by them, and they will govern the electronic appointment of the proxy.
17. A shareholder can change their proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
18. A shareholder can revoke a proxy instruction and terminate the authority of a person to act as proxy by notice in writing delivered to the Registrar not later than the last time at which a proxy appointment should have been received to be valid in accordance with these notes.
19. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to:
  - (i) the audit of the Company's accounts (including the Independent Auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
  - (ii) any circumstance connected with the Independent Auditors of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with section 437 of the 2006 Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's Independent Auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on a website under section 527 of the 2006 Act.
20. Any 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 where more than one corporate representative is appointed, they do not do so in relation to the same shares.
21. Any member attending the AGM has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the 2006 Act and subject to some exceptions, the Company must cause to be answered.
22. A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at [www.mjgleesonplc.com](http://www.mjgleesonplc.com).

23. Any website or electronic address (within the meaning of section 333(4) of the 2006 Act) provided either in this Notice or in any related documents (including the Chair's letter and the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.
24. All resolutions contained in this Notice will be put to a vote on a poll. This will result in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend but who have appointed a proxy for the meeting. On a poll, each member has one vote for every share held.

# APPENDIX 1 – SUMMARY OF THE MAIN TERMS OF THE MJ GLEESON GROUP SHARE PURCHASE PLAN (GSPP)

## General

The GSPP is a share incentive plan designed to take advantage of the tax beneficial status of share incentive plans which comply with Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003 (**Schedule 2**).

The GSPP shall be administered by the Board of Directors of the Company (**Board**) or a duly authorised committee of the Board.

## Eligibility

All employees of the Company and participating subsidiaries who have been employed for a minimum period (not exceeding the period specified from time to time in Schedule 2) and who otherwise satisfy the eligibility requirements in Schedule 2 are entitled to participate in the GSPP.

## How the Plan may be operated

The Board can operate the GSPP in a number of ways. It can:

- make an award of 'free shares'; and/or
- give employees the opportunity to invest in 'partnership shares'; and
- make an award of 'matching shares' to those employees who have invested in 'partnership shares' (free shares, partnership shares and matching shares - together **Plan Shares**); and/or
- require or allow employees to re-invest any dividends paid on their Plan Shares in further ordinary shares (**Dividend Shares**).

## Free shares

The Company may award free shares up to a maximum annual value specified in Schedule 2 from time to time. The current maximum annual value is £3,600 per employee. If the Company wishes, the award of free shares can be based on the achievement of individual, team, divisional or corporate performance measures which must be fair and objective. Otherwise, free shares must be awarded to employees on the same terms, although awards can vary by reference to remuneration, length of service or hours worked.

## Partnership shares

The Company may provide employees with the opportunity to acquire partnership shares from their gross monthly salary, up to a maximum value specified in Schedule 2 from time to time, currently £1,800 per year. The Company may set a minimum monthly deduction which may not be greater than £10 (or such other amount specified in Schedule 2 from time to time). Ordinary shares will be acquired on behalf of employees within 30 days after each deduction at the market value of the ordinary shares on the date they are acquired. Alternatively, deductions can be accumulated during any accumulation period of up to 12 months. In this case, ordinary shares will be acquired on behalf of employees within 30 days after the end of the accumulation period, at the lower of the market value of the ordinary shares at the beginning of the accumulation period or the date when they are acquired.

## Matching shares

The Company may award matching shares for free up to a maximum number of matching shares for each partnership share acquired by the employee, as specified in Schedule 2 from time to time. The current maximum is two matching shares for each partnership share.

## Dividend shares

The Company can either give employees the opportunity, or require employees, to re-invest any dividends paid on any of their Plan Shares in further ordinary shares.

## Trust

The GSPP operates through a trust, which will acquire ordinary shares by purchase, by subscription or by the acquisition of ordinary shares held in treasury and will hold the ordinary shares on behalf of the employees.

## Holding period

Free and/or matching shares must generally be held in trust for a period specified by the Company, which must not be less than three years nor more than five years from the date on which the shares are awarded to employees. Dividend Shares must generally be held in trust for three years.

## **Cessation of employment and forfeiture of shares**

The Company may specify that free shares and/or matching shares are forfeited if employees cease employment with a member of the Group (other than because of certain circumstances such as death, redundancy, injury, disability, retirement, transfer of the employing business or change of control of the employing company) within the period of up to three years from the date on which shares were awarded. Employees can withdraw their partnership shares from the GSPP at any time. The Company can stipulate that matching shares will be subject to forfeiture if the corresponding partnership shares are withdrawn within a specified period after they are awarded, not exceeding three years. To the extent not forfeited, Plan Shares and Dividend Shares must be withdrawn from the GSPP trust if the participant ceases employment with a member of the Group.

## **Limits on the issue of shares**

The use of newly issued ordinary shares under the GSPP is limited to ten per cent of the issued share capital of the Company from time to time, taking into account ordinary shares issued or to be issued over the previous ten year period under the GSPP and any other employees' share plans adopted by the Company.

For the purposes of calculating this limit, ordinary shares transferred from treasury will be treated the same as newly issued ordinary shares.

## **Amendments to the GSPP**

The Board will have authority to amend the GSPP, provided that no amendment to the advantage of participants or qualifying employees may be made to provisions relating to eligibility, limits on participation and the number of new shares available under the GSPP, the basis for determining a participant's entitlements in the event of a variation in the Company's share capital, and the amendment provisions themselves, without the prior approval of shareholders in a general meeting (unless an amendment is minor and made to benefit the administration of the GSPP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any participating company or for participants or qualifying employees).

## **Awards non-pensionable**

Benefits under the GSPP are not pensionable.

