

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other investment adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents as soon as possible 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.

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in England and Wales with registered number 09791105)

Notice of the Annual General Meeting of the Company to be held at Buchanan Communications, 107 Cheapside, London EC2V 6DN at **10.30am** on **14 February 2019** is set out in this document. A Form of Proxy for use at the meeting is enclosed. Whether or not you intend to be present at the meeting convened by the Notice, shareholders are requested to complete and return the Form of Proxy accompanying this document in accordance with the instructions set out therein to the Company's registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event so as to arrive no later than 10.30am on 12 February 2019. Appointment of a proxy will not prevent shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Watkin Jones plc (the “Company”) will be held at 10.30am at Buchanan Communications, 107 Cheapside, London EC2V 6DN on 14 February 2019 commencing at 10.30 a.m. for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

1. To receive the Company’s financial statements for the year ended 30 September 2018 together with the reports of the Directors and auditor thereon.
2. To declare a final dividend of 5.13 pence per ordinary share of the Company.
3. To approve the Directors’ remuneration report for the year ended 30 September 2018. (Please see note 14.)
4. To re-elect Grenville Turner as a Director of the Company.
5. To elect Richard Simpson as a Director of the Company.
6. To re-elect Philip Byrom as a Director of the Company.
7. To re-elect Simon Laffin as a Director of the Company.
8. To elect Liz Reilly as a Director of the Company.
9. To re-appoint Ernst & Young LLP as the Company’s auditor to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
10. To authorise the Directors to agree the remuneration of the auditor of the Company.

Special Business

11. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution pursuant to Section 551 of the Companies Act 2006 (Act):

- (a) to authorise the Directors generally and unconditionally to exercise all the powers of the Company to allot shares in the Company and/or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £850,811 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (b) below in excess of £850,811); and further
- (b) to authorise the Directors generally and unconditionally to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £1,701,622 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under sub-paragraph (a) above),

provided that these authorities replace any existing authorities to allot shares or grant rights and, unless renewed, shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution but so as to enable the Company before such date to make offers or agreements which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement as if the authorities conferred hereby had not expired. (Please see note 17.)

12. Subject to the passing of resolution 11 above, to consider, and if thought fit, to pass the following resolution as a Special Resolution: to empower the Directors in accordance with Sections 570 to 573 of the Act, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with Section 560 of the Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 11 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:

- (a) in connection with an issue or offer by way of rights in favour of holders of equity securities and of any other person entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held or deemed to be held by them on the record date of such allotment or are otherwise in accordance with their respective entitlements, subject only to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £127,634, save that the Company may, before expiry of those authorities, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authorities had not expired. (Please see note 18.)

13. Subject to the passing of resolution 11 above, to consider, and if thought fit, to pass the following resolution as a Special Resolution:
- to empower the Directors, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with Section 560 of the Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 11 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:
- (a) up to an aggregate nominal amount of £127,634; and
 - (b) used for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, save that the Company may, before expiry of those authorities, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authorities had not expired. (Please see note 18.)
14. To consider and, if thought fit, to pass the following resolution as a Special Resolution:
- that the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (as defined in Section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 25,526,887 (representing approximately 10% of the Company's issued ordinary share capital at the date of the Notice of this meeting);
 - (b) the minimum price (excluding expenses) which may be paid for an ordinary share is £0.01 per share being the nominal amount thereof;
 - (c) the maximum price (excluding expenses) which may be paid for each ordinary share shall be the higher of (i) 5% above the average of the middle market quotation of an ordinary share of the Company taken from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the purchase is made and (ii) the higher of the price of the last independent trade on the trading venues where the purchase is carried out and the highest current independent bid on the trading venues where the purchase is carried out;
 - (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date which is 15 months after the date on which this resolution is passed; and
 - (e) the Company may make 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 make a purchase of ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired. (Please see note 19.)
15. To consider and, if thought fit, to pass the following resolution as a Special Resolution:
- that a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice. (Please see note 21.)

By order of the Board

Philip Byrom

Company Secretary

21 January 2019

Registered Office:

21-22 Llandygai Industrial Estate
Llandygai
Bangor
Gwynedd
LL57 4YH

Registered in England and Wales

Number: 09791105

Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered in the register of members in order to have the right to attend or vote at the Annual General Meeting is close of business on 12 February 2019. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is close of business on the day which is two working days prior to the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to exercise all or any of such member's rights to attend, speak and vote on behalf of the member at the Annual General Meeting. A proxy need not be a member of the Company. To be valid a proxy form must be lodged with the Company's registrars, Link Asset Services, not later than 48 hours before the time fixed for the meeting. The appointment of a proxy does not preclude a member from attending the meeting and voting in person, in which case any votes of the proxy will be superseded. Members may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Members may not appoint more than one proxy to exercise rights attached to any one share.
3. A person to whom this notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between himself/herself and the shareholder by whom he/she was nominated, have the right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/ she may under any such agreement have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of shareholders in relation to the appointment of proxies in note 2 above do not apply to Nominated Persons. The rights described in that note may only be exercised by shareholders of the Company.
4. Any corporate member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
5. Under Section 319A of the Act, a member attending the meeting has the right to ask questions in relation to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
6. Each of the resolutions to be put to the meeting will be voted on by a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website once the votes have been counted and verified.
7. Copies of the contracts of service between the Directors and the Company and the letters of appointment of the Non-Executive Directors are available for inspection at the registered office of the Company during usual business hours on each business day and will be available for inspection at Buchanan, 107 Cheapside, London EC2V 6DN for 15 minutes prior to and during the Annual General Meeting.
8. As at 20 January 2019, being the last business day prior to the publication of this notice, the Company's issued share capital consisted of 255,268,875 ordinary shares carrying one vote each. The total voting rights in the Company as at 20 January 2019 are therefore 255,268,875.
9. 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. 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.
10. 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 specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) by 10.30am on 12 February 2019. 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 Application Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. 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.
13. A copy of this notice and other information required by Section 311A of the Act can be found on the Company's website www.watkinjonesplc.com.
14. Unlike companies which are listed on the Main Market of the London Stock Exchange, the Company, as an AIM listed company, is not required to present the Directors' remuneration report to its shareholders under section 439 of the Act. However, the Directors consider it best practice to put the Directors' remuneration report for the year ended 30 September 2018 to its shareholders for approval. The vote is advisory – so the contents of the Directors' remuneration report will not change whether or not the vote is passed.
15. In accordance with best practice, all the Directors will retire and submit themselves for election or re-election at this Annual General Meeting. Biographies of each of the Directors can be found in the Governance section of the annual report for 2018, and also on the Company's website www.watkinjonesplc.com/about-us/our-board-of-directors. Following completion of the Company's annual evaluation of the Directors, it is the view of the Board that both the executive and Non-Executive Directors continue to perform effectively and that it is appropriate for them to continue to serve as Directors of the Company. The Board accordingly supports the re-election of the Directors submitting themselves for re-election.
16. Liz Reilly was appointed by the Board on 21 January 2019 and her biography is set out below:
Liz was appointed to the Board on 21 January 2019 and brings with her nearly 20 years of Executive Director experience at large scale UK businesses including J Sainsbury PLC and FCC Environment. Most recently, she spent six years as Group Human Resources Director of FTSE 250 listed Segro PLC, the owner, asset manager and developer of modern warehousing and light industrial property. As part of her role at Segro PLC, she gained significant experience supporting the Remuneration Committee Chair.

17. Directors' authority to allot securities. Section 551 of the Act: Ordinary Resolution 11 will, if approved, authorise the Directors to (i) allot shares with an aggregate nominal amount of up to £850,811 (representing 33.33% of the issued share capital at the date of this notice), such amount to be reduced by any shares allotted or rights granted under sub-paragraph (b) of the resolution in excess of £850,811; and (ii) allot shares with an aggregate nominal amount of up to £1,701,622 (representing 66.66% of the issued share capital at the date of this notice), such amount to be reduced by any shares allotted or rights granted under sub-paragraph (a) of the resolution, in connection with a rights issue in favour of ordinary shareholders; in each case for a period of 15 months or, if earlier, until the end of the next Annual General Meeting. These authorities succeed those previously granted.
The Directors have no current intention to allot shares except in connection with employee share incentive schemes. However, it is considered prudent to maintain the flexibility that these authorities provide. If they do exercise these authorities, the Directors intend to follow best practice as regards their use as recommended by The Investment Association.
18. Disapplication of pre-emption rights. Under Section 561(1) of the Act, Special Resolutions 12 and 13 will, if approved, disapply the statutory pre-emption rights and enable the Directors to allot shares for cash or sell treasury shares for cash up to a maximum aggregate nominal value of £255,268 (which represents approximately 10% of the Company's issued share capital as at the date of the Notice of this Meeting).
The powers proposed under Resolution 12 will be limited to allotments or sales (i) within the authorities granted pursuant to Resolution 11 and (ii) in any other case, up to an aggregate nominal amount of £127,634 (which represents approximately 5% of the Company's issued share capital as at the date of the Notice of this Meeting).

The powers proposed under Resolution 13 will be limited to allotments or sales (i) up to an aggregate nominal amount of £127,634 (which represents approximately 5% of the Company's issued share capital as at the date of the Notice of this Meeting) and (ii) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

There are no present plans to exercise these authorities and, in accordance with the guidelines issued by the Pre-Emption Group, the Directors do not expect to allot shares for cash on a non-pre-emptive basis pursuant to the authorities in Resolutions 12 and 13: (i) in excess of an amount equal to 5% of the issued share capital of the Company; or (ii) in excess of an amount equal to 7.5% of the issued share capital of the Company within a rolling three-year period, without prior consultation with the Company's shareholders, the investment committees of The Investment Association and the Pensions and Lifetime Savings Association, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

If given, these authorities will expire at the earlier of the end of the next Annual General Meeting and 15 months from the passing of the resolutions. The existing pre-emption powers will expire at the end of this year's Annual General Meeting and the Directors intend to renew this authority annually.

NOTICE OF ANNUAL GENERAL MEETING

continued

Notes continued

19. Authority to purchase own shares.
Resolution 14 seeks authority for the Company to make market purchases of up to 10% of its own ordinary shares. The existing power to this effect will expire at the end of this year's Annual General Meeting. The ordinary shares purchased pursuant to this Special Resolution will be either cancelled on buy-back or held in treasury. The Directors only intend to exercise this power if they believe that it would increase earnings per share and would be in the best interests of shareholders generally, or in the case of creation of treasury shares, that to do so would be in the interests of shareholders generally.
20. On the date of this Notice, there are no options to subscribe for ordinary shares in the Company nor does the Company currently hold any shares as treasury shares.
21. Notice of general meetings. The notice period required by the Act for general meetings of traded companies is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. The Company is not a traded company for the purposes of the Act but is choosing to put Resolution 15 to Shareholders to comply with best practice. Annual General Meetings will continue to be held on at least 21 clear days' notice.
The authority granted by Resolution 15, if passed, will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period afforded by Resolution 15 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 to the advantage of shareholders as a whole. It is the Directors' intention not to call a meeting on less than 14 working days' notice unless there is a need for urgency.
22. Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard-copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
23. The Board considers the resolutions are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 7,433,791 shares representing approximately 2.9% of the existing issued ordinary share capital of the Company.