

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT and requires your immediate attention. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Henry Boot PLC, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Board of Henry Boot PLC considers all of the proposed resolutions to be in the best interests of shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Henry Boot PLC (Company) will be held at DoubleTree by Hilton Hotel Sheffield Park, Chesterfield Road South, Sheffield S8 8BW on Thursday 23 May 2024 at 12.30pm, for the following purposes:

To consider and, if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions of the Company.

Resolution 1

To receive the Directors' Report, Auditors' Report, Strategic Report and the Financial Statements for the year ended 31 December 2023

Resolution 2

To declare a final dividend of 4.40p per ordinary share

Resolution 3

To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2023

Resolution 4

To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2023

Resolution 5

To reappoint Timothy Roberts as a Director of the Company

Resolution 6

To reappoint Darren Littlewood as a Director of the Company

Resolution 7

To reappoint Joanne Lake as a Director of the Company

Resolution 8

To reappoint James Sykes as a Director of the Company

Resolution 9

To reappoint Peter Mawson as a Director of the Company

Resolution 10

To reappoint Gerald Jennings as a Director of the Company

Resolution 11

To reappoint Serena Lang as a Director of the Company

Resolution 12

To reappoint Talita Ferreira as a Director of the Company

Resolution 13

To reappoint Ernst & Young LLP as auditors of the Company

Resolution 14

To authorise the Audit and Risk Committee to fix the auditors' remuneration

Resolution 15

THAT pursuant to Section 551 of the Companies Act 2006, the Directors be and are, generally and unconditionally, authorised to allot shares in the Company or to grant rights to subscribe for, or to convert, any security into shares in the Company up to an aggregate nominal amount of £4,466,207, provided that (unless previously revoked, varied or renewed) this authority shall expire on 23 August 2025 or at the conclusion of the next AGM of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before this authority expires, which would, or might, require shares to be allotted or rights to subscribe for, or to convert, any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. This authority is in substitution for all existing authorities under Section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

To consider and if thought fit, pass the following resolutions, which will be proposed as special resolutions of the Company.

Resolution 16

THAT subject to the passing of Resolution 15, and pursuant to Section 570 of the Companies Act 2006, the Directors be, and are generally, empowered to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 15 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a. in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
 - i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, 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, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. otherwise than pursuant to paragraph a. of this resolution, up to an aggregate nominal amount of £669,931,

and (unless previously revoked, varied or renewed) this power shall expire on 23 August 2025 or at the conclusion of the next AGM of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before this power expires, which would, or might, require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired. This power is in substitution for all existing powers under Section 570 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

Resolution 17

THAT pursuant to Section 701 of the Companies Act 2006, the Company be and is, hereby, generally and unconditionally, authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 10p 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 13,398,621;
- b. the minimum price (excluding expenses), which may be paid for an ordinary share is 10p;
- c. the maximum price (excluding expenses), which may be paid for an ordinary share is not more than the higher of:
 - i. an amount equal to 105% of 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 day on which the purchase is made; and
 - ii. 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 venue where the purchase is carried out;
- d. the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 23 August 2025; and
- e. the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will, or may be, completed or executed wholly or partly after the expiry of such authority.

By order of the Board

AMY STANBRIDGE COMPANY SECRETARY

11 April 2024

HENRY BOOT PLC

Registered Office:

Isaacs Building

4 Charles Street

Sheffield

United Kingdom

S1 2HS

Registered in England and Wales No. 160996

NOTICE OF ANNUAL GENERAL MEETING

Notes

1. The holders of preference shares in the Company are not entitled to attend and vote at the AGM.
2. The right to vote at the meeting is determined by reference to the register of members. Only those ordinary shareholders registered in the register of members of the Company as at the close of business on 21 May 2024 (or, if the meeting is adjourned, at the close of business on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.
3. Voting on each resolution will be conducted by way of a poll. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of votes held and all votes tendered are taken into account. The results of the poll will be announced to the London Stock Exchange and will be made available on the Company's website at www.henryboot.co.uk as soon as practicable following the conclusion of the AGM.
4. An ordinary shareholder is entitled to appoint any other person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. An ordinary shareholder 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 ordinary share or ordinary shares held by that ordinary shareholder. Failure to specify the number of ordinary shares each proxy appointment relates to or specifying a number, which when taken together with the numbers of ordinary shares set out in the other proxy appointments is in excess of the number of ordinary shares held by the ordinary shareholder, may result in the proxy appointment being invalid.
5. APPOINTMENT OF PROXY BY JOINT HOLDERS: In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holders (the first-named being the most senior).
6. A proxy may only be appointed in accordance with the procedures set out in notes 7 to 9 below and the notes to the form of proxy. The appointment of a proxy will not preclude an ordinary shareholder from attending and voting in person at the meeting.
7. A form of proxy is enclosed with the notice issued to holders of ordinary shares. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed. To be valid, a form of proxy must be received by post (during normal business hours only) at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 12.30pm on 21 May 2024 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
8. As an alternative to completing the hard copy form of proxy, an ordinary shareholder may appoint the Chair as his or her proxy electronically using the online service at www.investorcentre.co.uk/eproxy. For an electronic proxy appointment to be valid, the appointment must be received by Computershare Investor Services PLC no later than 12.30pm on 21 May 2024 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process that has been agreed by the Company and approved by the Company's registrar. For further information regarding Proxymity, please go to proxymity.io. Your proxy must be lodged by 12.30pm on 21 May 2024 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting) in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity'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.
9. CREST members who wish to appoint a proxy or proxies for the AGM (or any adjournment of it), through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual, which is available at euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 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 Computershare Investor Services PLC (ID: 3RA50) no later than 12.30pm on 21 May 2024 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 his or her 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.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. An ordinary shareholder that is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that where there is more than one representative and the vote is otherwise than on a show of hands, they do not do so in relation to the same shares.
11. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under Section 146 of the Companies Act 2006 (Nominated Person):
 - a. the Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting; or
 - b. if the Nominated Person has no such right or does not wish to exercise such right, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of ordinary shareholders in relation to the appointment of proxies in notes 5 to 9 above does not apply to a Nominated Person. The rights described in such notes can only be exercised by ordinary shareholders of the Company.

12. A shareholder or shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company (see note 17 below), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either the audit of the Company's Financial Statements (including the auditor's report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with auditors of the Company ceasing to hold office since the last AGM of the Company in accordance with Section 527 of the Companies Act 2006. Any such request must:
 - a. identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement that is being supported;
 - b. comply with the requirements set out in note 13 below; and
 - c. be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

- i. it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- ii. it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
- iii. the statement may be dealt with as part of the business of the meeting.

13. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 12:
 - a. may be made either:
 - i. in hard copy, by sending it to the Company Secretary, Henry Boot PLC, Isaacs Building, 4 Charles Street, Sheffield, United Kingdom, S1 2HS; or
 - ii. in electronic form, by sending it by email to investors@henryboot.co.uk. Please state 'Henry Boot PLC: AGM' in the subject line of the email;
 - b. must state the full name(s) and address(es) of the shareholder(s); and
 - c. where the request is made in hard copy form, it must be signed by the shareholder(s).
14. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with Section 319A of the Companies Act 2006. The Company must answer any such question unless:
 - a. to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
 - b. the answer has already been given on a website in the form of an answer to a question; or
 - c. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. The information required by Section 311A of the Companies Act 2006 to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at henryboot.co.uk
16. Except as expressly provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so using the following means:
 - a. telephone 0114 255 5444; or
 - b. email investors@henryboot.co.ukNo other methods of communication will be accepted.
17. As at 05 April 2024 (being the last practicable date before publication of this notice), the Company's issued ordinary share capital was 133,986,217 ordinary shares, carrying one vote each and representing the total number of voting rights in the Company.
18. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
 - a. Copies of the service contracts of the Executive Directors.
 - b. Copies of the letters of appointment of the Non-executive Directors.
19. Biographies for each of the Directors are shown on pages 80 to 81 of the Annual Report for the year ended 31 December 2023.

FINANCIAL CALENDAR

London Stock Exchange announcements

Annual Results 2023:
25 March 2024

Interim Results 2024:
17 September 2024

Pre-close Trading Statement 2024:
end January 2025

Annual Report and Financial Statements

**Annual Report and Financial Statements 2023
(available and online):**
by 22 April 2024

Annual General Meeting

23 May 2024

Dividends paid on ordinary shares

2023 Final dividend date (subject to approval at AGM):
31 May 2024

2024 Interim dividend date (subject to approval):
11 October 2024

ADVISERS

Chartered Accountants and Statutory Auditors

Ernst & Young LLP
1 Bridgewater Place
Water Lane
Leeds LS11 5QR

Bankers

Barclays Bank PLC
1 St Paul's Place
121 Norfolk Street
Sheffield S1 2JW

HSBC UK Bank Plc
City Point
29 Kings Street
Leeds LS1 2HL

National Westminster Bank PLC
2 Whitehall Quay
Leeds LS1 4HR

Corporate Finance

KPMG Corporate Finance
1 Sovereign Square
Sovereign Street
Leeds LS1 4DA

Financial PR

FTI Consulting
200 Aldersgate
Aldersgate Street
London EC1A 4HD

Registrars

Computershare Investor Services PLC
The Pavilions
Bridgewater Road
Bristol BS13 8AE

Solicitors – Corporate

DLA Piper UK LLP
1 St Paul's Place
Sheffield S1 2JX

Solicitors – Operational

Irwin Mitchell LLP
Riverside East House
2 Millsands
Sheffield S3 8DT

Stockbrokers

Deutsche Numis Securities Limited
Joint Corporate Broker
The London Stock Exchange Building
10 Paternoster Square
London EC4M 7LT

Peel Hunt LLP
Joint Corporate Broker
Moor House
120 London Wall
EC2Y 5ET

GROUP CONTACT INFORMATION

Land Promotion

Hallam Land Management Limited

Registered office and Head office

Isaacs Building, 4 Charles Street, Sheffield
S1 2HS United Kingdom

t: 0114 255 5444
e: info@hallamland.co.uk
w: hallamland.co.uk

Regional offices

Bristol, Glasgow, Leeds, London and
Northampton

Property Investment and Development

Henry Boot Developments Limited

Registered office and Head office

Isaacs Building, 4 Charles Street, Sheffield
S1 2HS United Kingdom

t: 0114 350 4477
e: hello@hbd.co.uk
w: hbd.co.uk

Regional offices

Birmingham, Bristol, Glasgow, Leeds,
London and Manchester

Stonebridge Homes Limited

Registered office

Isaacs Building, 4 Charles Street, Sheffield
S1 2HS United Kingdom

Head office

1 Featherbank Court, Horsforth, Leeds
LS18 4QF

t: 0113 357 1100
e: sales@stonebridgehomes.co.uk
w: stonebridgehomes.co.uk

Construction

Henry Boot Construction Limited

Registered office

Isaacs Building, 4 Charles Street, Sheffield
S1 2HS United Kingdom

Head office

Callywhite Lane, Dronfield, Derbyshire
S18 2XN

t: 01246 410111
e: hbc@henryboot.co.uk
w: henrybootconstruction.co.uk

Banner Plant Limited

Registered office

Isaacs Building, 4 Charles Street, Sheffield,
S1 2HS United Kingdom

Head office

Callywhite Lane, Dronfield, Derbyshire,
S18 2XS

t: 01246 299400
e: dronfield@bannerplant.co.uk
w: bannerplant.co.uk

Hire centres

Chesterfield, Derby, Dronfield, Leicester,
Leeds, Rotherham and Wakefield

Road Link (A69) Limited

Registered office and Head office

Stocksfield Hall, Stocksfield,
Northumberland NE43 7TN

t: 01661 842842
e: enquiries@roadlinka69.co.uk

GLOSSARY

We have used some terms in this report to explain how we run our business that might be unfamiliar to you. The following list gives a definition for some of the more frequently used terms:

Commercial property

This refers to buildings or land intended to generate a profit, either from capital gain or rental income, such as office building, industrial property, retail stores, etc.

Disclosure and Transparency Rules (DTR)

Issued by the United Kingdom Listing Authority.

Dividend

A distribution of a portion of a company's earnings, decided by the board of directors, to a class of its shareholders.

Earnings per share (EPS)

Profit for the period attributable to equity shareholders divided by the average number of shares in issue during the period.

ESG

Environmental, Social and Governance.

Gearing

Net debt expressed as a percentage of equity shareholders' funds.

IAS

International Accounting Standard.

IFRS

UK-adopted International Financial Reporting Standard.

SONIA

The effective overnight interest rate paid by banks for unsecured transactions in the British sterling market.

Net asset value per share (NAV)

Equity shareholders' funds divided by the number of shares in issue at the balance sheet date.

Operating profit

Profit earned from a company's core activities.

Option agreement

A legal agreement between a landowner and another party for the right to buy land within a set time scale at the conclusion of a satisfactory planning permission.

Ordinary share

Any shares that are not preferred shares and do not have any predetermined dividend amounts. An ordinary share represents equity ownership in a company and entitles the owner to a vote in matters put before shareholders in proportion to their percentage ownership in the company.

PFI contract

A Private Finance Initiative contract is a contract between a public body and a private company and involves the private sector making capital investment in the assets required to deliver improved services.

They are typified by long contract lengths, often 30 years or more.

Planning Promotion Agreement (PPA)

A legal agreement between a landowner and another party for a set time scale and financial consideration to promote land through the UK planning system.

Pre-let

A lease signed with a tenant prior to completion of a development.

Retail Prices Index (RPI)/ Consumer Prices Index (CPI)

Monthly inflation indicators based on different 'baskets' of products issued by the Office of National Statistics.

Return on average capital employed (ROCE)

Operating profit/capital employed where capital employed is the average of total assets less current liabilities and pension asset/obligation at the opening and closing balance sheet dates.

S106

Section 106 agreements (S106) are private agreements made between local authorities and developers. They can be attached to a planning permission to make acceptable development which would otherwise be unacceptable in planning terms.

Subsidiary company

A company whose voting stock is more than 50% controlled by another company, usually referred to as the parent company or holding company.

A subsidiary is a company that is partly or completely owned by another company that holds a controlling interest in the subsidiary company.

TCFD

Task Force on Climate-related Financial Disclosures (<https://www.fsb-tcfd.org/>)

Total shareholder return (TSR)

Dividends and capital growth in the share price, expressed as a percentage of the share price at the beginning of the year.

Total accounting return (TAR)

The growth in NAV per share plus dividends paid, expressed as a percentage of NAV per share at the beginning of the period.

UK planning system

This system consists of the process of managing the development of land and buildings. The purposes of this process are to save what is best of our heritage and improve the infrastructure upon which we depend for a civilised existence.