

## **T.F. & J.H. Braime (Holdings) P.L.C.**

### **Notice of meeting**

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**Notice is hereby** given that the SIXTY FIFTH Annual General Meeting of the members of T.F. & J.H. BRAIME (HOLDINGS) P.L.C. (the 'company') will be held at the registered office of the company at Hunslet Road, Leeds, LS10 1JZ on Friday 5th June 2015 at 11.45am.

#### **Ordinary Resolutions**

1. To receive and adopt the report of the directors, the statement of accounts and the directors' remuneration report, for the year ended 31st December 2014, and the report of the auditors thereon.
2. To confirm the Preference dividends paid on 30th June and 19th December 2014 together with the interim dividends on the Ordinary and 'A' Ordinary shares paid on 17th October 2014 and 2nd April 2015.
3. a) To re-appoint as a director O. N. A. Braime, who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, offers himself for re-election.  
b) To re-appoint as a director A. W. Walker, who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, offers himself for re-election.
4. To re-appoint Kirk Newsholme as auditors, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company at which accounts are laid.
5. To authorise the directors to fix the remuneration of the auditors.

#### **Special Resolution**

6. THAT, with immediate effect:

The Articles of Association of the Company be amended by the deletion of all provisions that relate to 5 per cent. Cumulative Preference Shares of £1 each, following their cancellation which became effective on 17th December 2014 together with consequential amendments and the revised form of Articles of Association produced to the meeting and signed by the Chairman of the meeting shall be the Articles of Association of the Company to the exclusion of all other versions.

An explanation of the resolutions to be proposed at the meeting is included on page 59 of these accounts.

By order of the board,  
**M. L. Mills** Secretary  
Hunslet Road, Leeds, LS10 1JZ

20th April 2015

## T.F. & J.H. Braime (Holdings) P.L.C.

### Notice of meeting (continued)

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#### ACCOMPANYING NOTES

1. A member entitled to vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not also be a member of the company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid, the form of proxy must be received at the company's registered office at Hunslet Road, Leeds LS10 1JZ by no later than 11:45 am on 3rd June 2015.
3. The return of a completed Form of Proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. In accordance with the company's Articles of Association, holders of the 'A' Ordinary shares are entitled to attend, but not to vote at this meeting.
5. There will be available for inspection at the registered office during the company's usual business hours (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the Annual General Meeting and for at least fifteen minutes prior to and during the meeting:

A statement for the period of twelve months to 31st December 2014 of all transactions of each director and, so far as he can reasonably ascertain, of his family interests in the Ordinary shares of the company.

The service contract of each executive director, where applicable and the letter of appointment of each non-executive director.

The proposed revised Articles of Association of the Company and a copy of the existing Articles of Association.

A copy of the proposed revised Articles of Association of the Company is also available to view on the company's website at [www.brainegroup.com](http://www.brainegroup.com).

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof 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 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 CRESTCo's specifications, and must contain the information required for such instruction, 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 the issuer's agent (ID 7RA11) by 11.30am on 3rd June 2015. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

**T.F. & J.H. Braime (Holdings) P.L.C.**

**Notice of meeting (continued)**

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**ACCOMPANYING NOTES (continued)**

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo 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 system 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.