

## **NOTICE OF ANNUAL GENERAL MEETING**

### **TANFIELD GROUP PLC (“the Company”)**

(Incorporated in England and Wales with registered number 04061965)

#### **Notice of Annual General Meeting**

**NOTICE** is hereby given that the Annual General Meeting of the Company will be held at the registered office of the Company at Sandgate House, 102 Quayside, Newcastle upon Tyne, NE1 3DX on Wednesday 20 July 2016 at 11.30 a.m. for the following purposes:

To consider and, if thought fit, to pass the following resolutions numbered 1 to 4 (inclusive) as Ordinary Resolutions of the Company:

#### **Ordinary Business**

1. To receive the financial statements for the year ended 31 December 2015 and the reports of the directors and auditors thereon.
2. To re-elect Jon Peter Pither as a director, who retires by rotation in accordance with the Articles of Association.
3. To elect Daryn Ashley Robinson as a director, who retires in accordance with the Articles of Association.
4. To re-appoint RSM UK Audit LLP as auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next meeting at which the accounts are laid before the Company, at remuneration to be determined by the directors.

By order of the Board  
**Daryn Robinson**  
**Company Secretary**

27 June 2016

Registered Office:  
Sandgate House  
102 Quayside  
Newcastle upon Tyne  
NE1 3DX

Notes

#### **1. Entitlement to Attend and Vote**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of ordinary shares of 5p each in the capital of the Company registered in the Company's Register of Members at:

1.1. Close of business on Monday 18 July 2016; or

1.2. if this meeting is adjourned, at close of business two working days prior to the adjourned meeting;

shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 5p each in the capital of the Company registered in their name at that time. Subsequent changes to entries in the Register of Members as at close of business on Monday 18 July 2016 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## 2. **Appointment of Proxies**

- 2.1. If you are a member of the Company at the time set out in paragraphs 1.1 or 1.2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend and on a poll vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to your proxy form.
- 2.2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 2.3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate Form of Proxy for each proxy. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
- 2.4. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 2.5. To appoint a valid proxy using the proxy form, the form must be:
  - 2.5.1. completed and signed;
  - 2.5.2. sent or delivered to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - 2.5.3. received by Capita Asset Services no later than 48 hours before the meeting.
- 2.6. 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 holding (the first-named being the most senior).
- 2.7. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
- 2.8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 2.9. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.

## 3. **Attending in Person**

The sending of a completed form of proxy to the Company's Registrar will not preclude members from attending and voting at the meeting, or any adjournment thereof, in person, should they so wish.

## **Explanatory Notes to the Resolutions to be put to Shareholders at the Annual General Meeting**

### **Resolution 1 – Audited Accounts**

The Directors of the Company are required under the Companies Act 2006 to lay the audited accounts and reports before the Company in General Meeting.

### **Resolutions 2 – Re-election of Jon Peter Pither**

In accordance with the Company's Articles of Association, Jon Peter Pither is required to retire as a Director at the meeting. Jon Peter Pither is eligible for re-election at the meeting and has chosen to submit himself for re-election.

### **Resolution 3 – Election of Daryn Robinson**

In accordance with the Company's Articles of Association, Daryn Ashley Robinson is required to retire as a Director at the meeting. Daryn Ashley Robinson is eligible for election at the meeting and has chosen to submit himself for election.

### **Resolution 4 – Reappointment and Remuneration of Auditors**

In accordance with the Companies Act 2006, it is proposed to reappoint RSM UK Audit LLP as auditor of the Company at the Annual General Meeting and it is normal practice for a company's directors to be authorised to agree their fees.

**TANFIELD GROUP PLC ("Company")**

**FORM OF PROXY**

**For use at the Annual General Meeting to be convened for 11:30 a.m. on Wednesday 20 July 2016**

I/We ..... [in block capitals please]

being (a) member(s) of the Company, hereby appoint the Chairman of the Meeting, OR

Name of proxy	Number of shares proxy appointed over

as my/our proxy to exercise all or any of my/our rights to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at Ward Hadaway, Sandgate House, 102 Quayside, Newcastle upon Tyne, NE1 3DX at 11:30 a.m. on Wednesday 20 July 2016 and at any adjournment thereof. Please tick here if this proxy appointment is one of multiple appointments being made

I/we request my/our proxy to vote in the manner indicated below:

	FOR	AGAINST	VOTE WITHHELD
<b>Ordinary Business</b>			
1. To receive the financial statements for the year ended 31 December 2015 (Ordinary Resolution).			
2. To re-elect Jon Peter Pither as a director, who retires by rotation in accordance with the Articles of Association.			
3. To elect Daryn Ashley Robinson as a director, who retires by rotation in accordance with the Articles of Association.			
4. To re-appoint RSM UK Audit LLP as auditor of the Company at remuneration to be determined by the directors (Ordinary Resolution).			

Date ..... Signature .....

**NOTES**

1. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend and vote at the meeting. A proxy need not be a member of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint proxies using the procedures set out in these notes.
2. If you wish to appoint a proxy other than the Chairman of the meeting, please insert their full name in the space provided and delete the words "the Chairman of the Meeting, OR ". Please initial any such alteration. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy; if you sign and return the form and leave this box blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. To appoint more than one proxy, you may photocopy this form. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being deemed invalid.
4. Completion and return of this form of proxy will not preclude you from attending and voting at the meeting in person if you wish. If you do attend the meeting in person, your proxy appointments will be automatically terminated.
5. If you want your proxy to vote in a certain way on the resolutions specified please indicate with an "X" in the appropriate boxes above. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including any amendments to the resolutions and any procedural business.
6. The "vote withheld" option on this form of proxy is provided to enable you to instruct your proxy not to vote on the resolutions. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes "for" or "against" the resolutions.
7. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by its duly authorised officer or attorney.
8. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
9. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on Monday 18 July 2016. Changes in entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. To be valid this form of proxy must be completed, signed and sent, together with any power of attorney or other authority under which it is signed, to **Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU** so as to arrive no later than 11:30 a.m. on Monday 18 July 2016 or 48 hours before any adjourned meeting.