

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS THE RESOLUTIONS TO BE VOTED ON AT THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 23 MAY 2018.**

**If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate professional adviser who is authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your Shares in Polypipe Group plc (the "**Company**"), please send this document and the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

---

## **Polypipe Group plc**

(Incorporated and registered in England and Wales with no. 06059130)

### **NOTICE OF ANNUAL GENERAL MEETING**

The fourth Annual General Meeting ("AGM") of the Company will be held on Wednesday 23 May 2018 at the Holiday Inn, High Road, Doncaster, DN4 9UX, United Kingdom at 10.30am.

A Form of Proxy for the purpose of voting accompanies this document and, to be valid, must be completed and returned in accordance with the instructions set out thereon as soon as possible by mail so as to reach:

**Link Asset Services  
PXS  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU**

**by no later than 10.30am on Monday 21 May 2018**

Dear Shareholder,

The AGM is an important day in our calendar and is the Board's opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions.

The formal Notice of Meeting is on pages 3 to 4. An explanation of each of the resolutions to be proposed at the AGM is set out on pages 5 to 6. A Form of Proxy is also enclosed with this Notice. If you have requested a printed copy of the 2017 Annual Report and Accounts, this is also enclosed.

If you requested to receive the 2017 Annual Report and Accounts electronically or did not return the election letter previously sent to you, please accept this letter as notification that the 2017 Annual Report and Accounts has now been published on our website at [www.polypipe.com](http://www.polypipe.com).

**Your vote counts**

Your vote is important to us. You can vote by signing and returning your Form of Proxy or by attending and voting at the AGM. Instructions are set out in the notes on pages 7 to 8.

**Recommendation**

Your Directors believe that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and we unanimously recommend that you vote in favour of them, as we propose to do in respect of our own shareholdings.

The Directors and I look forward to meeting as many of you as possible at the AGM and we thank you for your continued support.

Yours faithfully,

**Ron Marsh**

Chairman

# Notice of 2018 Annual General Meeting

Notice is hereby given that the annual general meeting (“**AGM**”) of Polypipe Group plc (the “**Company**”) will be held at the Holiday Inn, High Road, Doncaster, DN4 9UX, United Kingdom on Wednesday 23 May 2018 at 10.30am. At the AGM, you will be asked to consider and vote on the resolutions below. Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions.

## **ORDINARY RESOLUTIONS**

### **Resolution 1**

To receive the Company’s financial statements for the year ended 31 December 2017 together with the Directors’ Report and the Auditor’s Report on these accounts (the “**2017 Annual Report and Accounts**”).

### **Resolution 2**

To approve the Directors’ Remuneration Policy as set out on pages 56 to 63 of the 2017 Annual Report and Accounts.

### **Resolution 3**

To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration for the year ended 31 December 2017 set out on pages 54 to 55 and 64 to 73 of the 2017 Annual Report and Accounts.

### **Resolution 4**

To declare a final dividend of 7.5 pence per ordinary share of £0.001 each in the Company (“**Ordinary Share**”) for the year ended 31 December 2017.

### **Resolution 5**

To elect Mr Paul James as a Director of the Company.

### **Resolution 6**

To elect Mr Glen Sabin as a Director of the Company.

### **Resolution 7**

To re-elect Mr Martin Payne as a Director of the Company.

### **Resolution 8**

To re-elect Mr Ron Marsh as a Director of the Company.

### **Resolution 9**

To re-elect Mr Paul Dean as a Director of the Company.

### **Resolution 10**

To re-elect Mrs Moni Mannings as a Director of the Company

### **Resolution 11**

To re-elect Mr Mark Hammond as a Director of the Company.

### **Resolution 12**

To reappoint Ernst & Young LLP as auditor of the Company, to hold office until the conclusion of the next AGM of the Company.

### **Resolution 13**

To authorise the Audit Committee of the Company to determine the auditor’s remuneration.

### **Resolution 14**

THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company (together ‘relevant securities’) up to an aggregate nominal amount of £133,145.86 comprising:

- (a) an aggregate nominal amount of £66,572.93 (whether in connection with the same offer or issue as under (b) below or otherwise); and
- (b) an aggregate nominal amount of £66,572.93, in the form of equity securities (within the meaning of section 560(1) of the Act) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary Shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of fifteen months from the date this resolution is passed and the conclusion of the AGM of the Company to be held in 2019, except that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired.

## **SPECIAL RESOLUTIONS**

### **Resolution 15**

THAT, subject to the passing of resolution 14, the Directors be authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority be limited to:

- (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares (other than the Company) on the register of any record date fixed by the Directors in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £9,985.93.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 14 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

### **Resolution 16**

THAT, subject to the passing of resolution 14, the Directors be authorised pursuant to section 570 of the Act and in addition to any authority granted under resolution 15, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £9,985.93; and
- (b) used only for the purpose of financing (or refinancing, if the authority is to be used within six months after 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,

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 14 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

### **Resolution 17**

To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the Act) of its Ordinary Shares provided that in doing so it:

- (a) purchases no more than 29,937,847 Ordinary Shares in aggregate;
- (b) pays not less than £0.001 (excluding expenses) per Ordinary Share; and
- (c) pays a price per share that is not more (excluding expenses) per Ordinary Share than the higher of: (i) 5% above the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share; and (ii) the price stipulated by Article 3(2) of Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures.

This authority shall expire fifteen months after the date of the passing of this resolution or, if earlier, at the conclusion of the AGM of the Company to be held in 2019, except that the Company may, if it agrees to purchase Ordinary Shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

### **Resolution 18**

To authorise the Directors to call a General Meeting of the Company, other than an AGM, on not less than 14 clear days' notice.

**The Directors believe that the proposals in resolutions 1 to 18 are in the best interests of shareholders as a whole and they unanimously recommend that you vote in favour of all the resolutions.**

By order of the Board

**Emma Versluys**  
Company Secretary  
19 April 2018

**Registered Office:**  
Polypipe Group plc  
Broomhouse Lane  
Edlington  
Doncaster  
DN12 1ES

# Explanatory Notes to the Notice of Annual General Meeting

The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders.

*Resolutions 1 to 14 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour.*

## **Resolution 1: Financial Statements and Directors' Report**

The Directors are required by the Act to present to the shareholders of the Company at a General Meeting the reports of the Directors and the auditor, and the audited accounts of the Company, for the financial year ended 31 December 2017. The reports of the Directors and the audited accounts have been approved by the Directors, and the report of the auditor has been approved by the auditor, and a copy of each of these documents may be found in the 2017 Annual Report and Accounts.

## **Resolution 2: Directors' Remuneration Policy**

The Act requires the Company to receive shareholder approval of a remuneration policy for its Directors at least every three years. This is a binding vote, and, after it takes effect, the Directors will not be entitled to remuneration unless such remuneration is consistent with the approved policy. The Company's first Remuneration Policy was approved by shareholders at its AGM in 2015 and the Company is therefore seeking approval from its shareholders for its Remuneration Policy as required by the Act.

## **Resolution 3: Directors' Remuneration Report**

The Act requires the Company to seek shareholder approval of the Remuneration Report on an annual basis. This is sought in resolution 3.

## **Resolution 4: Final dividend**

The Board proposes a final dividend of 7.5 pence per Ordinary Share for the year ended 31 December 2017. If approved, the recommended final dividend will be paid on 25 May 2018 to all shareholders who are on the Register of Members at close of business on 20 April 2018.

## **Resolutions 5 and 6: Election of Directors**

The Company's Articles of Association require that any Director appointed to the Board since the last AGM shall retire and seek election at the AGM. Glen Sabin was appointed to the Board on 2 October 2017 and Paul James was appointed to the Board on 5 March 2018 and both therefore offer themselves for election at the AGM.

Biographical information for the both Directors is shown on pages 40 to 41 of the 2017 Annual Report and Accounts and is also available on the Company's website ([www.polypipe.com](http://www.polypipe.com)).

## **Resolutions 7 to 11: Re-election of Directors**

The Company's Articles of Association require that each Director appointed to the Board shall retire and seek election every three years at the AGM. However, in accordance with the UK Corporate Governance Code, all of the Directors of the Company will stand for re-election.

Biographical information for the Directors is shown on pages 40 to 41 of the 2017 Annual Report and Accounts and is also available on the Company's website ([www.polypipe.com](http://www.polypipe.com)).

Following the recommendation from the Nomination Committee, the Board is satisfied that each of the Directors continues to be effective and demonstrate a commitment to their role, and that each of the Directors continues to be able to dedicate sufficient time to their duties.

## **Resolution 12: Reappointment of auditor**

The Act requires that an auditor is appointed at each General Meeting at which accounts are laid, to hold office until the next such meeting. Resolution 12 seeks shareholder approval for the reappointment of Ernst & Young LLP. The Audit Committee keeps under review the independence and objectivity of the external auditor and further information on this can be found in the 2017 Annual Report and Accounts on pages 52 to 53. After considering the relevant information, the Audit Committee recommended to the Board at its meeting in March 2018 that Ernst & Young LLP be reappointed as auditor of the Company.

## **Resolution 13: Remuneration of auditor**

This resolution gives the Directors authority to determine the remuneration of the auditor for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditor will be determined by the Audit Committee and will be disclosed in the next audited accounts of the Company.

## **Resolution 14: Authority to allot Ordinary Shares**

The Act provides that the Directors may only allot shares if authorised by shareholders to do so. Resolution 14 will, if passed, authorise the Directors to allot shares and to grant rights to subscribe for, or convert securities into, shares up to a maximum nominal amount of £133,145.86 which represents an amount which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at 12 April 2018 (excluding treasury shares), the latest practicable date prior to the publication of the Notice.

As provided in paragraph (a) of resolution 14, up to half of this authority (equal to one-third of the issued ordinary share capital of the Company) will enable the Directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. Paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third of the issued ordinary share capital of the Company) may only be used in connection with a rights issue in favour of holders of Ordinary Shares. As paragraph (a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph (b) so as to enable the whole two-thirds authority to be used in connection with a rights issue.

The authority will expire at the earlier of the date that is fifteen months after the date of the passing of the resolution and the conclusion of the next AGM of the Company.

Passing resolution 14 will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

As at 12 April 2018, the latest practicable date prior to publication of the Notice, the Company had an issued share capital of 199,999,862 Ordinary Shares, of which 281,067 Ordinary Shares (equal to approximately 0.14% of the entire issued share capital of the Company as at that date) are held in treasury.

*Resolutions 15-18 are special resolutions. These resolutions will be passed if not less than 75% of the votes cast for or against are in favour.*

#### **Resolutions 15 and 16: Disapplication of pre-emption rights**

The Act prescribes certain pre-emption rights under which, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings.

Under resolution 15, it is proposed that the Directors be authorised to issue shares for cash and/or sell shares from treasury without offering them first to existing shareholders in proportion to their current holdings:

- i. up to an aggregate nominal value of £9,985.93 (up to 9,985,939 new Ordinary Shares). This amount represents approximately 5% of the Company's issued share capital (excluding shares held in treasury) as at 12 April 2018, the latest practicable date prior to the publication of the Notice. This part of the authority is designed to provide the Directors with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they may arise; or
- ii. in respect of a rights issue, open offer or other offer that generally provides existing shareholders with the opportunity to subscribe for new shares prorata to their existing holdings. This part of the authority is designed to give the Directors flexibility to exclude certain shareholders from such an offer where the Directors consider it necessary or desirable to do so in order to avoid legal, regulatory or practical problems that would otherwise arise.

Under resolution 16, it is proposed that the Directors be authorised to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital (as at 12 April 2018, the latest practicable date prior to the publication of the Notice, and excluding shares held in treasury). In accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights, the Directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If passed, the authorities in resolution 15 and resolution 16 will expire at the same time as the authority to allot shares given pursuant to resolution 14.

Excluding any shares issued in connection with an acquisition or specified capital investment as described above, the Directors do not intend to issue more than 7.5% of the issued share capital on a non pre-emptive basis in any rolling three-year period.

#### **Resolution 17: Authority to purchase Company's own shares**

If passed, this resolution will grant the Company authority for a period of up to fifteen months after the date of passing of the resolution to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 14.99% of the Company's issued share capital (excluding treasury shares) as at 12 April 2018, the latest practicable date prior to the publication of the Notice. The price per Ordinary Share that the Company may pay is set at a minimum amount (excluding expenses) of £0.001 per Ordinary Share and a maximum amount (excluding expenses) of the higher of: (i) 5% over the average of the previous five business days' middle market prices; and (ii) the price stipulated by Article 3(2) of Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures (being the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out). This authority will only be exercised if market conditions make it advantageous to do so.

Your Directors are of the opinion that it would be advantageous for the Company to have the flexibility to purchase its own shares should such action be deemed appropriate by the Board. The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price, future investment opportunities and the overall position of the Company. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Shares purchased would either be cancelled and the number of shares in issue reduced accordingly or held as treasury shares.

The Company operates long-term incentive plans under which awards may be satisfied by the allotment or transfer of Ordinary Shares to award holders. As at 12 April 2018, the latest practicable date prior to the publication of the Notice, the total number of options to subscribe for Ordinary Shares was 3,625,466, representing approximately 1.81% of the issued share capital of the Company (excluding treasury shares) at that date. If the proposed market purchase authority were to be used in full and all of the repurchased Ordinary Shares were cancelled (but the Company's issued share capital otherwise remained unaltered), the total number of options to subscribe for Ordinary Shares at that date would represent approximately 2.13% of the Company's issued share capital (excluding treasury shares).

#### **Resolution 18: Notice of General Meetings, other than AGMs**

In order to maintain its ability to call general meetings (other than an AGM) on 14 clear days' notice, the Company must offer all shareholders the ability to appoint a proxy electronically (via the website of the Company or its Registrars) and must obtain the approval of its shareholders by means of a special resolution passed each year. Resolution 18 seeks such approval. The authority will be exercised only if the Directors believe that to do so would be in the interests of shareholders generally. It is intended that a similar resolution will be proposed at future AGMs.

# Administrative Notes in connection with the AGM

1. To be entitled to attend, speak and vote at the meeting (and for the purpose of the determination by the Company of the votes that may be cast), only those shareholders registered in the Register of Members of the Company as at close of business on Monday 21 May 2018 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after close of business on Monday 21 May 2018 shall be disregarded in determining the right of any person to attend or vote at the AGM.
2. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote instead of him or her. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this notice. Completion and return of the Form of Proxy will not preclude shareholders from attending or voting at the AGM, if they so wish. If you have appointed a proxy and attend the AGM in person, your proxy appointment will be nullified automatically.
3. To be valid, the Form of Proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited with:

**Link Asset Services**  
**PXS**  
**34 Beckenham Road**  
**Beckenham**  
**Kent**  
**BR3 4TU**

or electronically at [www.signalshares.com](http://www.signalshares.com) no later than **10.30am on Monday 21 May 2018** or in the case of shares held through CREST, via the CREST system, (see notes 5 - 7 below). If you return more than one proxy appointment, that received last by the Registrar before the latest time for the receipt of proxies will take precedent.

4. You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to, or specifying a number of shares in excess of those held by the member, will result in the proxy appointment being invalid.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from <https://my.euroclear.com/euilegal>). 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.
6. 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuers' agent (ID RA10) by 10.30am on Monday 21 May 2018. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers' 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.
7. 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(s), 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 (as amended).
8. To change your proxy instructions simply submit 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.

Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus network extras; lines are open 09.00am to 5.30pm, Monday to Friday, excluding UK public holidays).

9. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Link Asset Services no later than 10.30am on Monday 21 May 2018.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

10. If you are a person who has been nominated under section 146 of the Act to enjoy information rights (Nominated Person):
- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights to be appointed or have someone else appointed as a proxy of the meeting;
  - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the shareholder to give instructions to the shareholder as to the exercise of voting rights;
  - Your main point of contact in terms of your investment in the Company remains the shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2, 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

11. 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/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the AGM.
12. 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).
13. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. The Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised.
14. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the Form of Proxy. You are advised to read the terms and conditions of use carefully.
15. As at 12 April 2018 (being the last practicable business day prior to the publication of this notice), the Company's issued share capital comprised 199,999,862 Ordinary Shares. Each Ordinary Share carries the right to one vote at a General Meeting of the Company. The Company holds 281,067 Ordinary Shares in treasury and, therefore, the total number of voting rights in the Company as at 12 April 2018 is 199,718,795.
16. Members meeting the threshold requirements set out in the Act have the right to (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the AGM pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the AGM, pursuant to section 338A of the Act.
17. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
  - any circumstance connected with an auditor 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 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

18. Any member attending the meeting has the right to ask questions. The Company must answer any questions you ask relating to the business being dealt with at the meeting unless:
- Answering the question would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information;
  - The answer has already been given on a website in the form of an answer to a question; or
  - It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
19. Copies of the Executive Directors' service contracts and the letters of appointment of the Chairman and Non-Executive Directors are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this notice until the conclusion of the AGM and on the date of the AGM at the location of the meeting from 10.15am until the conclusion of the AGM.
20. Members who have general queries about the AGM should telephone the Company's Registrar on 0871 664 0300 (calls cost 12p per minute plus network extras; lines are open 09.00am to 5.30pm, Monday to Friday, excluding UK public holidays).
21. A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at [www.polypipe.com](http://www.polypipe.com).
22. Members may not use any electronic address or fax number provided in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.