

**Wickes Group Plc**

(incorporated and registered in England and Wales under number 12189061)

**NOTICE OF ANNUAL GENERAL MEETING 2023**

**to be held at 9.00am on Tuesday 23 May 2023 at**

**Vision House, 19 Colonial Way, Watford, WD24 4JL**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your Wickes Group Plc shares, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

11 April 2023

### Notice of Annual General Meeting

Dear Shareholder

I am pleased to be writing to you with details of the 2023 Annual General Meeting ("**AGM**") of Wickes Group Plc ("**Wickes**" or the "**Company**"). The AGM will be held at 9.00am on Tuesday 23 May 2023 at Vision House, 19 Colonial Way, Watford, WD24 4JL.

We look forward to welcoming shareholders to the AGM this year, however if you are going to be unable to join the AGM in person, you can still submit a question on the business of the meeting in advance. Please write to the Company Secretary at Vision House, 19 Colonial Way, Watford, United Kingdom, WD24 4JL or email [investorrelations@wickes.co.uk](mailto:investorrelations@wickes.co.uk). You may submit questions related to the business of the AGM up until 9.00am on Friday 19 May 2023 and we will provide answers to any questions received as if they had been asked at the AGM and where we would have been required to do so pursuant to section 319A of the Companies Act 2006.

If we need to amend the arrangements for the AGM, we will publicise these on the Company's website at [www.wickesplc.co.uk/investors/agm](http://www.wickesplc.co.uk/investors/agm) in advance of the meeting.

### Business of the meeting

The formal notice of AGM is set out on pages 3 and 4 of this document, which sets out the business to be considered at the meeting, together with explanatory notes to the resolutions on pages 5 to 7 of this document. These are all standard resolutions sought by listed companies in the UK at their annual general meetings and reflect UK corporate governance guidance and best practice, as well as UK institutional investor guidelines.

In accordance with the UK Corporate Governance Code (the "**Governance Code**"), all directors will stand for re-election or election at the AGM. Biographical details and a description each director's contribution are set out on pages 10 and 11 of this document.

### Dividend

The Board proposes a final dividend of 7.3 pence per share making the total dividend for the year 10.9 pence per share, which includes the payment of an interim dividend of 3.6 pence per share in November 2022. Resolution 3 seeks shareholder approval of the final dividend. We only pay dividends directly into shareholders' bank accounts and you are not able to receive payment of dividends by cheque. For information on how to register your bank details with the Registrar please see page 9 of this document.

### Voting

Your vote is important to us. You can vote in advance, or at the AGM.

Your Board strongly encourages you to vote in advance of the AGM by appointing a proxy who will exercise your right to vote at the AGM in accordance with your instructions. You can use the following methods to submit your voting instructions in advance. If you choose to use any of the methods below, this will not prevent you from subsequently attending the AGM in person, voting or speaking, in which case any votes held by the proxy will be superseded. All of the following will be available from the date this Notice is published until 9.00am on Friday 19 May 2023 (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM).

- Log into your account on our share portal at [www.wickes-shares.com](http://www.wickes-shares.com). If you don't already have an account you can register for one on the share portal. To do so you will need your Investor Code, which you can find on your share certificate or by contacting our Registrar, Link Group.
- Download a proxy form from [www.wickesplc.co.uk/investors/agm](http://www.wickesplc.co.uk/investors/agm) and send it to Link Group to be received by 9.00 am on Friday 19 May 2023 (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM). Completed proxy forms should be sent to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

- Use the service offered by Euroclear UK & International Limited for members of CREST.
- Use Proxymity, a service for institutional investors who wish to appoint a proxy electronically via the Proxymity platform. This process has been agreed by the Company and approved by the Registrar. Further information regarding Proxymity can be found at [www.proxymity.io](http://www.proxymity.io).

If you cannot locate any of the documents on the Company's website, if you need help with voting online, or require a paper proxy form to be sent to you, please contact our Registrar, Link Group on +44 (0)371 664 0300.

At the meeting itself, Resolutions 1 to 16 will be put to a vote on a poll. Further details on voting are set out in the notes to the Notice of AGM on pages 7 to 9 of this document.

The results of the poll will be announced through the Regulatory Information Service and will be published on our website [www.wickesplc.co.uk](http://www.wickesplc.co.uk) on 23 May 2023 after the conclusion of the AGM or as soon as reasonably practicable thereafter.

## **Recommendation**

The Board considers that each of the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and are therefore likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

On behalf of the Board, I look forward to welcoming you to the forthcoming AGM and thank you for your continued support.

## **Christopher Rogers**

Chair of the Board

**NOTICE OF AGM**  
**Wickes Group Plc**  
(the “Company” or “Wickes”)

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting of the Company will be held at 9.00am on Tuesday 23 May 2023 at Vision House, 19 Colonial Way, Watford, WD24 4JL to consider and, if thought fit, to pass Resolutions 1 to 13 inclusive as ordinary resolutions and Resolutions 14 to 16 inclusive as special resolutions:

**Resolution 1**

To receive the accounts and the reports of the directors and the auditor for the year ended 31 December 2022.

**Resolution 2**

To approve the directors’ remuneration report in the form set out in the Company’s annual report and accounts for the year ended 31 December 2022.

**Resolution 3**

To declare a final dividend for the year ended 31 December 2022 of 7.3 pence for each share in the capital of the Company.

**Resolution 4**

To re-elect Christopher Rogers as a director.

**Resolution 5**

To re-elect David Wood as a director.

**Resolution 6**

To elect Mark George as a director.

**Resolution 7**

To re-elect Mark Clare as a director.

**Resolution 8**

To re-elect Sonita Alleyne as a director.

**Resolution 9**

To re-elect Mike Iddon as a director.

**Resolution 10**

To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.

**Resolution 11**

To authorise the Audit and Risk Committee of the Board to determine the remuneration of the auditor.

**Resolution 12**

THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company during the period when this Resolution 12 has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this resolution and ending at the end of the next Annual General Meeting of the Company or, if earlier, on 23 August 2024 provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £50,000 and for the purposes of this Resolution the authorised sum may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same.

**Resolution 13**

THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £8,654,599; and
- (b) up to a further aggregate nominal amount of £8,654,599 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of shares on the register of members at such record date as the directors may determine where the equity securities

respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 23 August 2024, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

#### **Resolution 14**

THAT if Resolution 13 above is passed, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 13 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 13 above by way of rights issue only) in favour of the holders of shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 14) to any person or persons up to an aggregate nominal amount of £1,298,189,

and shall expire upon the expiry of the general authority conferred by Resolution 13 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

#### **Resolution 15**

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of shares of £0.10 each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of shares hereby authorised to be acquired is 25,963,799 representing approximately 10% of the issued ordinary share capital of the Company as at 6 April 2023;
- (b) the minimum price (excluding expenses) which may be paid for any such share is 10 pence;
- (c) the maximum price (excluding expenses) which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for a share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 15 will be carried out);
- (d) the authority hereby conferred shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 23 August 2024 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

#### **Resolution 16**

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

#### **BY ORDER OF THE BOARD      REGISTERED OFFICE**

Helen O'Keefe                      Vision House, 19 Colonial Way, Watford, United Kingdom, WD24 4JL

General Counsel &  
Company Secretary              Registered in England and Wales

11 April 2023                      Company No. 12189061

## **Explanatory Notes to Resolutions**

### **Resolution 1 – To receive the accounts and reports**

The Chair will present the accounts and reports of the directors for the year ended 31 December 2022 to the AGM.

### **Resolutions 2 – Directors’ Remuneration Report**

The directors’ remuneration report is set out in the Annual Report on pages 101 to 114.

Resolution 2 is an ordinary resolution to approve the directors’ remuneration report, other than the part containing the directors’ remuneration policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.

The report gives details of the directors’ remuneration for the year ended 31 December 2022. The report also includes a statement from the Chair of the Remuneration Committee and details of the Remuneration Committee’s representations and activities. The Company’s auditor, KPMG LLP, has audited those parts of the remuneration report which are required to be audited and their report is issued in the 2022 Annual Report and accounts.

At the annual general meeting held in 2022, the directors’ remuneration policy was approved by shareholders. The directors’ remuneration policy is not therefore required to be approved at this year’s annual general meeting. The policy will be put to shareholders again no later than the Company’s annual general meeting held in 2025.

### **Resolution 3 – Final dividend**

A final dividend of 7.3 pence per ordinary share for the financial year ended 31 December 2022 is recommended for payment by the directors. If you approve the recommended final dividend, this will be paid on 7 June 2023 to all ordinary shareholders who were on the register of members at the close of business on 21 April 2023.

### **Resolutions 4 to 9 – Re-election and election of directors**

Resolutions 4 to 9 deal with the re-election and election of the directors. In accordance with the requirements of the UK Corporate Governance Code, all of the directors are standing for re-election, or election in the case of Mark George who was appointed as a director in July 2022, by the shareholders at this year’s AGM.

Biographies of each of the directors seeking re-election and election can be found on pages 10 and 11 of this document, together with the reasons why their contributions are, and continue to be, important to the Company’s long-term sustainable success. The Board has also considered whether each of the independent non-executive directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement and has determined that each continues to be considered to be independent.

The Board has confirmed following a performance review, that all directors standing for election continue to perform effectively and demonstrate commitment to their roles.

### **Resolutions 10 and 11 – Re-appointment of auditor and auditor’s remuneration**

Resolution 10 relates to the re-appointment of KPMG LLP as the Company’s auditor to hold office until the next general meeting of the Company at which accounts are laid. KPMG LLP was first appointed as auditors of the Company in May 2021 by the Board following the demerger of the Company from Travis Perkins Plc.

Resolution 11 authorises the Audit & Risk Committee of the Board to set their remuneration.

### **Resolution 12 – Political donations**

Resolution 12 deals with political donations. Under the Companies Act 2006, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 12 to seek authority for the Company to make political donations. This will allow the Company to continue to support the community and put forward its views to wider business and Government entities without running the risk of being in inadvertent breach of the Companies Act 2006.

The authority is subject to an maximum amount of £50,000 and will cover the period from the date Resolution 12 is passed until the end of the next AGM of the Company or, if earlier, on 23 August 2024. As permitted under the Companies Act 2006, Resolution 12 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

### **Resolution 13 – Allotment of share capital**

Resolution 13 deals with the directors' authority to allot shares.

At the AGM held in 2022, the directors were given authority to allot shares in the capital of the Company up to a maximum nominal amount of £17,309,198 representing two-thirds of the Company's then issued ordinary share capital. This authority expires at the AGM and Resolution 13, if passed, will renew this authority.

The Investment Association ("IA") guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the Board considers it appropriate that directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £17,309,198 representing two-thirds of the Company's issued ordinary share capital as at 6 April 2023 (the latest practicable date prior to publication of this document). If the Company wishes to allot more than a nominal amount of £8,654,599 (representing one-third of the Company's issued ordinary share capital (excluding treasury shares) then any additional amount can only be allotted pursuant to a rights issue. The power will last until the end of the next AGM of the Company or, if earlier, on 23 August 2024.

The directors have no present intention of allotting new ordinary shares other than in relation to the Company's employee share schemes. However, the directors consider it appropriate to maintain the flexibility that this authority provides.

As at the date of this letter the Company does not hold any shares in the capital of the Company in treasury.

### **Resolutions 14 – Disapplication of statutory pre-emption rights**

Resolution 14 will give the directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 13 above for cash without complying with the pre-emption rights in the Companies Act 2006 in certain circumstances.

The Pre-Emption Group's Statement of Principles were revised in November 2022 (the "Pre-Emption Principles") to allow companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

Having considered the revised Pre-Emption Group Principles, the directors consider it appropriate to seek a disapplication authority over 5% of the Company's issued share capital for use on an unrestricted basis, which is in line with its previous practice. This level of authority is in line with institutional shareholder guidance and well within the limits set out in the Pre-Emption Group Principles. The Board considers that it is in the best interests of the Company and its shareholders generally that the Company have the flexibility conferred by Resolution 14 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise. The Directors confirm their intention to follow the shareholder protections contained in Part 2B of the Pre-emption Group Principles.

Resolution 14 will therefore permit the directors to allot:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of £17,309,198, representing two-thirds of the company's issued share capital as at 6 April 2023 (the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- (b) equity securities for cash and sell treasury shares up to a maximum nominal value of £1,298,189, representing approximately 5% of the issued ordinary share capital of the Company as at 6 April 2023 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

As noted in relation to Resolution 13 above, the directors have no current intention of issuing ordinary shares other than in relation to the Company's employee share schemes.

The authority contained in Resolution 14 will expire upon the expiry of the authority to allot shares conferred in Resolution 13 (that is at the end of the next AGM of the Company or, if earlier, on 23 August 2024).

### **Resolution 15 – Authority to purchase own shares**

Resolution 15 gives the Company authority to buy back its own shares in the market as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 25,963,799 (representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at 6 April 2023 (the latest practicable date prior to publication of this document)) and sets minimum and maximum prices. This authority will expire at the end of the next AGM of the Company or, if earlier, on 23 August 2024.

The directors have no present intention of exercising the authority to purchase the Company's shares but consider it prudent to obtain the flexibility this resolution provides. In considering whether to use this authority, the directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. 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. Any purchases of shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares.

If Resolution 15 is passed at the AGM, it is the Company's current intention to hold any shares purchased in treasury for use in connection with the Company's employee share schemes.

As at 6 April 2023 (the latest practicable date prior to the publication of this document), there were 20,855,112 warrants and options to subscribe for shares in the capital of the Company representing 8.03% of the Company's issued share capital (excluding treasury shares).

### **Resolution 16 – Length of notice of meeting**

Resolution 16 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 days' notice.

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 16 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the end of the next AGM of the Company, when it is intended that the approval be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and whether it is thought to be to the advantage of shareholders as a whole.

### **General Information:**

#### **Right to vote at the Annual General Meeting (the "AGM" or the "Meeting")**

1. You have the right to vote at the AGM if you are on the register of members of the Company at 6.30pm Friday 19 May 2023 (or, if the meeting is adjourned, at 6.30pm on the date which is two days (excluding non-working days) prior to the adjourned meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Meeting or adjourned meeting.

#### **Asking questions**

2. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting. Questions may not be answered at the AGM if they are deemed not to be in the interests of the Company or the good order of the AGM, or would interfere unduly with the preparation for the AGM, or involve the disclosure of confidential information, or if the answer has already been given on a website in the form of an answer to a question.

#### **Proxies**

3. A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at a general meeting of the Company. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attaching to different shares. A proxy need not be a member. The appointment of a proxy will not of itself prevent a member from subsequently attending, voting and speaking in person at the AGM, in which case any votes of the proxy will be superseded. You may appoint the Chair of the meeting to vote on your behalf at the AGM as your proxy. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted.
4. You may alternatively appoint your proxy online by accessing the Share Portal at [www.wickes-shares.com](http://www.wickes-shares.com) logging in and selecting the "Proxy Voting" link. If you have not previously registered for the share portal, you will first be asked to register as a new user, for which you will require your investor code (which can be found where applicable on a share certificate or a dividend confirmation), family name and postcode (if resident in the UK). Alternatively, you may download, complete and return a paper proxy form from the Company's website (or request a copy from the Company's Registrar, Link Group) and return a hard copy to the Company's Registrar. To be effective, the instrument appointing a proxy and any authority under which it is signed (or a notarially certified copy of such authority) for the AGM to be held on Tuesday 23 May 2023 and any adjournment(s) thereof must be submitted online or returned to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by 9.00 am on Friday 19 May 2023 (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM). If you return paper and electronic instructions, those last sent before 9.00 am on Friday 19 May 2023 will take precedence. If the Company is unable to determine either which is last sent, the one which is last received shall be so treated.



5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

#### **Appointment of proxies through CREST**

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com](http://www.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.
7. 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 & International Limited's (EUI) 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 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 number – RA10) by the latest time(s) for receipt of proxy appointments (9.00am on Friday 19 May 2023 (or 48 hours (excluding non-working days) before the fixed time for any adjourned AGM)). 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

#### **Voting via Proximity**

8. Institutional investors may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. Further information regarding Proximity can be found at [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 9.00 am on Friday 19 May 2023 in order to be considered valid. Before appointing a proxy by this process you will need to agree to the Proximity terms and conditions. It is important that these are read carefully as they are binding and govern the electronic appointment of your proxy.

#### **Corporate representatives**

9. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

#### **Voting at the meeting**

10. Voting on Resolutions 1 to 16 will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. 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. As soon as practicable following the AGM, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: [www.wickesplc.co.uk](http://www.wickesplc.co.uk).

#### **Total Voting Rights**

11. As at 6 April 2023 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 259,637,998 ordinary shares, carrying one vote each. The Company does not hold any shares in treasury. Therefore the total voting rights in the Company are 259,637,998.
12. The contents of this notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, details of the totals of the voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: [www.wickesplc.co.uk](http://www.wickesplc.co.uk).

#### **Documents on display**

13. Copies of the Non-executive Directors' letters of appointment will be available for inspection at the Company's offices at Vision House, 19 Colonial Way, Watford, United Kingdom, WD24 4JL during usual business hours Monday to Thursday (public holiday exempted) and from 8.45am on the day of the AGM until its conclusion.

## Requisition rights

14. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) 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 Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any such statement that the Company has been required to publish on its website.
15. Under sections 338 and 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 AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM; and; (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and that the request is received by the Company not later than six weeks before the AGM or, if later, the time at which notice is given of the AGM.

## Electronic address

16. You may not use any electronic address provided in this notice of Meeting to communicate with the Company for any purposes other than those expressly stated.

## Data Protection

17. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder; and (2) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details.

The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the data may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.

Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.

The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.

The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations.

All of this data will be processed in accordance with the Company's privacy notice which can be accessed on the Company's website [www.wickesplc.co.uk](http://www.wickesplc.co.uk) in the Shareholder information section.

## Dividend payment: paperless dividends

18. In line with our ambition to reduce our environmental impact and in line with market practice, we moved to the payment of cash dividends through direct payment to shareholders' bank accounts in 2022. This means that you will no longer be able to receive payment of dividends by cheque and a consolidated tax voucher for each tax year will be available electronically.

If you previously received your dividends by cheque you will need to register your bank details with the Company's Registrar, Link Group, via the shareholder portal [www.wickes-shares.com](http://www.wickes-shares.com) or by contacting Link (contact details under 'Managing your shares'). Any unclaimed dividends will automatically be released into your bank account once your bank details have been registered.

## Dividend Reinvestment Plan ("DRIP")

19. You can choose to have any cash dividends paid reinvested in further Wickes shares through the Dividend Reinvestment Plan (terms and conditions apply). You can join the Dividend Reinvestment Plan via the Link shareholder portal [www.wickes-shares.com](http://www.wickes-shares.com) or contact Link Group for details.

## Dividend payment Dates

20. If approved by shareholders at the AGM, a final dividend of 7.3 pence per ordinary share will be paid on 7 June 2023 to all ordinary shareholders who were on the register of members at the close of business on the record date of 21 April 2023. The last date for DRIP elections will be 16 May 2023.

# Biographies of Directors

All directors will stand for re-election or election at the AGM. A description of the skills and experience of each Director standing for election is set out in their biographies below.



## CHRISTOPHER ROGERS

Non-executive Chair of the Board

PRONOUN He/Him

### APPOINTMENT DATE

23 March 2021

### SKILLS AND EXPERIENCE

Christopher has significant board, retail and finance experience gained during his extensive executive career, having held a number of senior roles in and directorships of public companies. From 2005 to 2016 he was an Executive Director of Whitbread plc, serving as Group Finance Director from 2005 to 2012 and as Global Managing Director of Costa Coffee from 2012 to 2016.

Christopher previously held senior roles in both the finance and commercial functions of Woolworths Group plc, Comet Group plc and Kingfisher plc. He was a Non-executive Director and Audit Committee Chair of Vivo Energy plc from April 2018 to July 2022. Christopher served as a Non-executive Director of Travis Perkins Plc from September 2013 to April 2021.

### CONTRIBUTION

Christopher brings many strengths to his role as Chair of the Board, in particular his leadership; strategy, commercial and financial acumen; his deep grounding and understanding of corporate governance, compliance and regulatory issues; his experience in M&A and corporate transactions; and experience both internationally and in retailing and operations.

### EXTERNAL APPOINTMENTS

- Non-executive Director of Sanderson Design Group plc
- Non-executive Director of Kerry Group plc



## DAVID WOOD

Chief Executive Officer

PRONOUN He/Him

### APPOINTMENT DATE

23 March 2021

### SKILLS AND EXPERIENCE

David is a highly experienced executive and CEO with almost 30 years in the retail and consumer sector and extensive board level experience in the UK, Europe and North America, having spent the majority of his career with Tesco, Unilever and Mondelez.

David served as Commercial Director on the Board of Tesco Hungary from 2010 to 2012 and between 2012 and 2015 he served on the UK Operating Board of Tesco plc as Chief Marketing Officer and Group Managing Director.

More recently David was Group President of Kmart Holding Corp from 2015 to 2017, followed by a brief tenure as CEO of Mothercare plc in 2018. David joined Wickes as CEO on 28 May 2019 when Wickes was part of Travis Perkins Plc in anticipation of the demerger.

### CONTRIBUTION

David is an engaging leader with extensive and international experience in retailing and operations, change management skills, strong strategic and commercial acumen, and proven record in brand building and marketing.

### EXTERNAL APPOINTMENTS

- Non-executive Chair of the Board of Green Sheep Group Ltd



## MARK GEORGE

Chief Financial Officer

PRONOUN He/Him

### APPOINTMENT DATE

29 July 2022  
(Joined Wickes on 6 July 2022)

### SKILLS AND EXPERIENCE

Mark has held senior roles in finance, strategy and general management in a number of public listed consumer businesses including The Gym Group, Tesco, ASOS and Auto Trader.

Most recently Mark was Chief Financial Officer and a member of the Board of The Gym Group plc from 2018 to 2022.

Mark started his career as a management consultant with McKinsey & Co. and holds a degree in Philosophy, Politics and Economics from Oxford University.

### CONTRIBUTION

Mark has sound commercial acumen, as well as recent retailing experience. His financial, risk management, strategic and leadership skills are key strengths for the role of CFO. He is also experienced in M&A and corporate transactions. Mark's financial and strategic strengths are a valuable asset to the Board and will help the Board to deliver long term sustainable success.

### EXTERNAL APPOINTMENTS

None

COMMITTEE MEMBERSHIP KEY:

 Chair of Committee

 Remuneration Committee

 Responsible Business Committee

 Nominations Committee

 Audit and Risk Committee

 Disclosure Committee



  
  
  
  


**MARK CLARE**  
Senior Independent  
Non-executive Director

PRONOUN He/Him

APPOINTMENT DATE  
23 March 2021

**SKILLS AND EXPERIENCE**

Mark has extensive public listed company experience in the consumer service, property and construction sectors, particularly in customer facing businesses and has served on a number of remuneration committees. In July 2022 Mark stepped down from his position as Senior Independent Director at United Utilities Group plc. Mark was the Senior Independent Director at Ladbroke's Coral Group plc from 2016 until 2018, and Non-executive Director and Audit Committee Chair at BAA plc from 2001 until 2006.

Mark's executive career included Chief Executive for Barratt Developments plc from 2006 until 2015; Managing Director of Centrica's retail subsidiary British Gas from 2002 to 2006; and CFO of Centrica plc from 1997 to 2002. He also served as a trustee of the Energy Savings Trust, the Green Building Council and BRE. Mark is a qualified accountant.

**CONTRIBUTION**

Mark's wealth of knowledge in governance, compliance and regulatory matters gained from his public listed company experience, as well his leadership skills, enhance his ability to undertake his duties as Senior Independent Non-executive Director. His financial acumen and commercial experience are particularly beneficial in his role as Chair of the Remuneration Committee.

**EXTERNAL APPOINTMENTS**

- Chair of Grainger plc
- Chair of Ricardo plc
- Non-executive Director at Premier Marinas Holdings Ltd



  
  
  


**SONITA ALLEYNE OBE**  
Independent  
Non-executive Director

PRONOUN She/Her

APPOINTMENT DATE  
23 March 2021

**SKILLS AND EXPERIENCE**

Sonita has extensive experience as a Non-executive Director on both private and public sector boards. She was a Non-executive Director of the British Board of Film Classification from 2009 to 2019, including Chair of the Council of Management in 2019 and Chair of the Remuneration Committee from 2016 to 2019. She was Chair of the Radio Sector Skills Council from 2008 to 2012; Non-executive Director of Archant from 2012 to 2016; and a trustee of the BBC Trust from 2012 to 2017.

Sonita was a Non-executive Director of the Department for Digital, Culture, Media and Sport, the National Employment Panel and the London Skills and Employment Board. In her earlier media career, Sonita was the co-founder and former CEO of the production company Somethin' Else and worked as a journalist and broadcaster.

**CONTRIBUTION**

Sonita's background in communications and journalism brings a different perspective to the Board. She has strong leadership, commercial and strategic skills. Her public sector roles have contributed to her sound governance, compliance and regulatory skills. This and her ESG experience, supports her in the role as Chair of the Responsible Business Committee.

**EXTERNAL APPOINTMENTS**

- Master of Jesus College, Cambridge



  
  
  


**MIKE IDDON**  
Independent  
Non-executive Director

PRONOUN He/Him

APPOINTMENT DATE  
23 March 2021

**SKILLS AND EXPERIENCE**

Mike has extensive public listed company experience, having held a number of senior finance roles throughout his career, and has been the Chief Financial Officer of Pets at Home Group plc since 2016.

Mike was previously the Chief Financial Officer of New Look from 2014 to 2016, and prior to this he held a number of senior finance roles over 13 years for Tesco plc both in the UK and overseas. These roles included Group Planning, Tax and Treasury Director, UK Finance Director and Chief Financial Officer of Tesco Homeplus (South Korea).

Mike has also held senior roles with Kingfisher plc and Whitbread plc. Mike is a Chartered Accountant and a graduate of the Harvard Advanced Management Programme.

**CONTRIBUTION**

Mike's current experience as a Chief Financial Officer of a public listed company, his financial acumen, leadership, risk management, and governance, compliance and regulatory experience are advantageous for his role as Chair of the Audit and Risk Committee and beneficial to his role on the Board. His strong strategic and commercial acumen, change management, and current retail experience strengthen his contribution to the Board.

**EXTERNAL APPOINTMENTS**

- Chief Financial Officer, Pets at Home Group plc

