

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

If you have sold or transferred all of your shares in Fuller, Smith & Turner P.L.C. please send this document, which includes the Notice of Annual General Meeting and form(s) of proxy (as appropriate), to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**FULLER'S**

**FULLER, SMITH & TURNER P.L.C.**

## **NOTICE OF 2024 ANNUAL GENERAL MEETING ("AGM")**

**Notice of the AGM of Fuller, Smith & Turner P.L.C. (the "Company") to be held at The George IV, 185 Chiswick High Road, London, W4 2DR on Tuesday 23 July 2024 at 11 a.m. is set out on pages 5 and 6 to this document.**

Forms of proxy for use at the AGM should be completed and returned to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible, and in any event, so as to arrive no later than 11 a.m. on Monday 22 July 2024 or, in the event of an adjournment, not less than 24 hours before the time of the adjourned meeting. We recommend that shareholders appoint proxies electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or via the CREST system, where possible.



# FULLER'S

**FULLER, SMITH & TURNER P.L.C.**

*Directors:*

Michael Turner  
Simon Emeny  
Neil Smith  
Fred Turner  
Dawn Browne  
Juliette Stacey  
Sir James Fuller, Bt.  
Richard Fuller  
Helen Jones  
Robin Rowland, OBE

*Registered in England:*  
Number 241882

*Registered Office:*  
Pier House  
86-93 Strand-on-the-Green  
London  
W4 3NN

28 June 2024

*Company Secretary:*

Rachel Spencer

*To holders of 'A' and 'C' ordinary shares of 40 pence each, 'B' ordinary shares of 4 pence each, participants in the Fuller, Smith & Turner P.L.C. Share Incentive Plan and, for information, to holders of 6% first cumulative preference shares of £1 each and 8% second cumulative preference shares of £1 each in the capital of Fuller, Smith & Turner P.L.C. and to Fuller, Smith & Turner P.L.C. debenture holders.*

## Dear Shareholder

I am pleased to invite you to the AGM of the Company which is being held at The George IV, 185 Chiswick High Road, London, W4 2DR on Tuesday 23 July 2024 at 11 a.m.

The formal notice convening the AGM (the "Notice of Meeting") is set out on pages 5 and 6 and an explanation of the resolutions being proposed is summarised in this letter.

## Voting

Voting on all resolutions at the AGM will be on a poll (rather than on a show of hands) as the Directors believe that this will result in a more accurate reflection of the views of all shareholders as it ensures that all votes cast are counted, rather than just those of the shareholders attending the meeting. On a poll, each shareholder has one vote for every share held. The results of the poll and proxy votes cast prior to the AGM will be announced to the London Stock Exchange and published on the Company's website at [www.fullers.co.uk](http://www.fullers.co.uk) as soon as practicable after the meeting.

Should you not be able to attend in person and cast your vote at the AGM, we strongly encourage you to submit a proxy vote. To be valid, proxy forms should be completed and returned to the Company's registrars as soon as possible and so that they are received not less than 24 hours before the time of the meeting.

## Questions

If you have any questions relating to the business of the AGM, you may submit these in advance by emailing [FullersAGM@fullers.co.uk](mailto:FullersAGM@fullers.co.uk). We will then collate the answers to the questions received and, if relevant, address these at the AGM or, if more appropriate, reply to the questioner directly.

## Resolutions

An explanation of the resolutions being proposed is set out below. Resolutions 1 to 11 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 to 14 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## Ordinary Business

### **Resolution 1: Annual Report and Accounts**

The Directors are required to present the Strategic Report, Directors' Report, Audited Accounts and the independent Auditor's Report in respect of the 52 weeks ended 30 March 2024 to the AGM.

### **Resolution 2: Final Dividend**

The Directors are recommending a final dividend of 11.12 pence per 'A' and 'C' ordinary share of 40 pence each and 1.112 pence per 'B' ordinary share of 4 pence each which, if approved by shareholders, will be paid on 25 July 2024 to shareholders on the share register at close of business on 5 July 2024.

### **Resolution 3 and 4: Directors' Remuneration Report and Directors' Remuneration Policy**

Resolution 3 seeks approval for the Directors' Remuneration Report (excluding the Directors' Remuneration Policy). This is set out on pages 80 to 111 of the Annual Report and Accounts 2024 and includes a statement from Helen Jones, Chair of the Remuneration Committee, and details of Directors' remuneration for the 52 weeks ended 30 March 2024 on the basis of the Remuneration Policy (the "Policy") approved by shareholders at the 2021 AGM. This is an advisory vote only and does not impact on the actual remuneration paid to any Director.

The Policy is required to be renewed at least every three years. During the year the Remuneration Committee has conducted a review of the current Policy and determined it remains fit for purpose and continues to support our strategy of achieving long-term sustainable value creation for our shareholders. Therefore only minor amendments to aid operation and increase clarity are proposed to the Policy which is set out on pages 84 to 97 of the Annual Report and Accounts 2024 and presented for approval at Resolution 4.

### **Resolutions 5 to 8: Re-election of Directors**

On the recommendation of the Nominations Committee, the Board renewed the appointments of Juliette Stacey and Robin Rowland during the year and their re-appointments are subject to the approval of shareholders at the AGM.

All Directors of the Company retire by rotation on a regular basis and, provided they are happy to continue to act, they stand for re-election at the AGM. This year Simon Emeny and Fred Turner put themselves forward for re-election.

Biographical details for all Directors who served during the year, including those being put forward for re-election, can be found on pages 60 and 61 of the Annual Report and Accounts 2024. The Board is satisfied that each of the Directors standing for re-election continues to perform effectively and demonstrate commitment to their role.

### **Resolutions 9 and 10: Re-appointment and Remuneration of Auditor**

The Company is required to appoint an auditor at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting. Resolution 9 seeks shareholder approval to re-appoint Ernst & Young LLP as the Company's auditor and Resolution 10 seeks shareholder authority for the Directors to determine the auditor's remuneration for the next financial year.

## Special Business

### **Resolution 11: Authority to Allot New Shares**

This is a resolution which we ask shareholders to approve each year. It gives authority to the Directors to allot new shares in the capital of the Company but there are limits to this authority. This year the Directors seek a general authority to allot an aggregate nominal amount of share capital of £1,167,738 which represents 5% of the total issued ordinary share capital (excluding treasury shares) as at 18 June 2024, being the latest practicable date prior to the publication of this document. This amount corresponds to the number of shares over which we are seeking authority to disapply pre-emption rights by way of Resolution 12. The Directors intend to use this authority only if required for the purpose of satisfying options under the Company's various share incentive schemes. However, it is thought prudent to have the flexibility of having the authority in place. The Directors are not seeking authority to allot any further nominal capital in connection with a rights issue, as they would intend to seek shareholder approval should a rights issue ever be contemplated. As at 18 June 2024, being the latest practicable date prior to the publication of this document, 4,133,917 'A' ordinary shares of 40 pence each and 4,327,915 'B' ordinary shares of 4 pence each were held in treasury.

### **Resolution 12: Authority to Allot New Shares Without Applying Pre-emption Rights**

This is a special resolution which we ask shareholders to approve each year. It gives authority to the Directors to allot shares in the Company or sell treasury shares in certain circumstances without first offering them proportionately to all existing shareholders (the Company would not be treated as a shareholder in this respect, by virtue of any holding of treasury shares). This might be desirable, for example, in relation to the issue of shares to satisfy certain share incentive awards. There are restrictions imposed by law with regard to this power and we confirm that, in connection with this resolution, the aggregate nominal amount of share capital to which this resolution relates is £1,167,738 representing 5% of the total issued ordinary share capital of the Company excluding treasury shares, or 4.64% of the total issued ordinary share capital of the Company including treasury shares, as at 18 June 2024, being the latest practicable date prior to the publication of this document.

### **Resolution 13: Authority to Purchase 'A' Ordinary Shares**

This is a special resolution which we ask shareholders to approve each year. It authorises the Company to purchase its own 'A' ordinary shares in the market. The resolution sets out the maximum number of shares which the Company can purchase, representing 10% of the issued 'A' ordinary share capital excluding treasury shares as at 18 June 2024, being the latest practicable date prior to the publication of this document, the highest and lowest price which it can pay for them and when the authority expires. It follows the rules and requirements of the Companies Act 2006 and those of the UK Listing Authority.

The Company is committed to managing its share capital effectively and the Directors consider it important to retain the flexibility to be able to purchase 'A' ordinary shares. The Company will only exercise this authority if to do so would result in an increase in earnings per share and it is in the best interests of the Company and shareholders as a whole. A share buyback programme of one million 'A' ordinary shares started at the end of March 2024 and is ongoing, and an intention to buy back up to an additional 2.5 million 'A' ordinary shares was announced on 13 June 2024. Any shares purchased under this authority may be cancelled or held as treasury shares. Treasury shares may be subsequently cancelled, sold for cash or used to satisfy awards issued to employees pursuant to the Company's share schemes.

It is a requirement of the regulations surrounding share purchases that the Company confirms the total number of options to subscribe for equity shares of the Company as at the latest practicable date before publication of this document, namely 18 June 2024. As at that date, there were 721,657 options outstanding under the Company's various share incentive schemes representing, in each case excluding treasury shares, 0.54% of the total ordinary shares in issue and 1.98% of the 'A' ordinary shares in issue. If the authority to purchase shares granted by the proposed authority is used in full and no further share options are issued by the Company, the options outstanding will at that time, in each case excluding treasury shares, represent 0.55% of the total number of ordinary shares in issue and 2.19% of the 'A' ordinary shares.

### **Resolution 14: Amendment to Notice Period for Calling of General Meetings**

This is a special resolution which approves the calling of general meetings (other than annual general meetings) on not less than 14 days' notice, as is currently permitted under the Companies Act 2006. The shorter notice period would not be used as a matter of routine but the Board believes it is important to retain the flexibility for calling general meetings on 14 days' notice, for example to enable it to respond quickly to business opportunities which may arise and which may need shareholder approval. We confirm that should a meeting be called on such short notice, the Company undertakes to meet the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009. The approval of this resolution, if given, would cease to be effective at the 2025 AGM, when it is intended that shareholders will be asked to renew the authority.

### **Action to be Taken**

- If you hold any 'A' ordinary shares of 40 pence each, 'B' ordinary shares of 4 pence each or 'C' ordinary shares of 40 pence each, you will find enclosed a proxy form(s) in respect of the AGM. Whether or not you intend to be present at the meeting, we would encourage you to complete and return your proxy form(s) in accordance with the instructions printed on them so that they are received by the Company's registrars not less than 24 hours before the time of the meeting. The return of a proxy form will not prevent a member from attending and voting in person at the meeting. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service as explained further in the Notes to the Notice of Meeting.
- If you are a participant in the Share Incentive Plan, you will receive an email explaining how you can submit your voting instructions.

### **Recommendation**

The Board considers that all the resolutions contained in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions to be proposed at the AGM, as they intend to do so in respect of their own beneficial shareholdings.

Yours sincerely



**Michael Turner**  
Chairman



# FULLER'S

## FULLER, SMITH & TURNER P.L.C.

### NOTICE OF ANNUAL GENERAL MEETING ("AGM")

Notice is hereby given that the 2024 AGM of Fuller, Smith & Turner P.L.C. will be held at The George IV, 185 Chiswick High Road, London, W4 2DR on Tuesday 23 July 2024 at 11 a.m., to consider the following business.

#### Ordinary Business

The following resolutions will be proposed as ordinary resolutions:

#### Annual Report and Accounts

1. To receive the financial statements of the Company for the 52 weeks ended 30 March 2024 together with the reports of the Directors and of the Auditor.

#### Final Dividend

2. To declare a final dividend in respect of the 52 weeks ended 30 March 2024 of 11.12 pence per 'A' and 'C' ordinary share of 40 pence each and 1.112 pence per 'B' ordinary share of 4 pence each, such dividend to be payable on 25 July 2024 to holders of ordinary shares registered at the close of business on 5 July 2024.

#### Directors' Remuneration

3. To approve the Directors' Remuneration Report (excluding the Remuneration Policy) set out on pages 80 to 111 of the Annual Report and Accounts 2024.
4. To approve the Directors' Remuneration Policy set out on pages 84 to 97 of the Directors' Remuneration Report for the year ended 30 March 2024, such Policy to take effect from the date of the 2024 AGM.

#### Re-election of Directors

5. To re-elect Juliette Stacey, who was re-appointed by the Board of Directors since the last AGM, as a Director.
6. To re-elect Robin Rowland, who was re-appointed by the Board of Directors since the last AGM, as a Director.
7. To re-elect Simon Emeny, who is retiring by rotation, as a Director.
8. To re-elect Fred Turner, who is retiring by rotation, as a Director.

#### Re-appointment and Remuneration of Auditor

9. To reappoint Ernst & Young LLP as auditor of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid.
10. To authorise the Directors to determine the remuneration of the auditor of the Company.

## Special Business

The following resolution will be proposed as an ordinary resolution:

### Authority to Allot New Shares

11. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 and in substitution for any previous authority to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights"), up to an aggregate nominal amount of £1,167,738.

This authority will expire at the conclusion of the next AGM or on 22 October 2025, whichever is earlier (unless and to the extent that such authority is renewed or varied prior to such date) but so that the Company may before the expiry of such authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such authority and the Directors may allot shares or grant Rights pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

The following resolutions will be proposed as special resolutions:

### Authority to Allot New Shares Without Applying Pre-emption Rights

12. That subject to the passing of Resolution 11 above, the Directors be empowered pursuant to Section 570 of the Companies Act 2006 and in substitution for any previous authority to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 11 above, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, up to an aggregate nominal amount of £1,167,738 representing 4.64% of the total issued ordinary share capital of the Company.

This authority will expire at the next AGM or on 22 October 2025, whichever is earlier, but so that the Company may before the expiry of such authority make an offer or agreement which would or might require equity securities to be allotted after the expiry of such authority and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

### Authority to Purchase 'A' Ordinary Shares

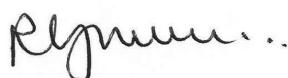
13. That the Company be unconditionally and generally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 to make market purchases, as defined by Section 693(4) of the Companies Act 2006, of its 'A' ordinary shares of 40 pence each, provided that:

- (i) the maximum number of 'A' ordinary shares that may be acquired under this authority is 3,654,842 'A' ordinary shares of 40 pence;
- (ii) the minimum price that may be paid for each 'A' ordinary share is 40 pence;
- (iii) the maximum price (excluding expenses) which may be paid for each 'A' ordinary share is 5% over the average middle market price of 'A' ordinary shares based on the London Stock Exchange Daily Official List for the five business days immediately preceding the purchase;
- (iv) the 'A' ordinary shares purchased under this authority may be held as treasury shares to be used in connection with, among other purposes, the Company's share schemes; and
- (v) the authority will expire on the earlier of the date of the next AGM and 22 October 2025 except in relation to a purchase of shares contracted before expiry of the authority.

### Amendment to Notice Period for Calling of General Meetings

14. 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



**Rachel Spencer**  
Company Secretary  
28 June 2024

*Registered Office:*  
Pier House  
86-93 Strand-on-the-Green  
London W4 3NN

*Registered in England:*  
Number 241882

## Notes to the Notice of Meeting

### Entitlement to attend and vote

1. The only members entitled to attend and vote at the AGM are those who are registered on the Company's register of members at 6 p.m. on Sunday 21 July 2024 or, if the meeting is adjourned, at 6 p.m. on the day two days prior to the adjourned meeting.

### Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by Section 311A of the Companies Act 2006, can be found at [www.fullers.co.uk](http://www.fullers.co.uk) under the AGM information section of the investors' area.

### Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM 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 the proxy form.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
5. You may appoint more than one proxy so long as each proxy is appointed to exercise rights attached to different shares. 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 proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy, you must contact the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
6. 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 you either select the "Discretionary" option (if voting electronically) or if no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

### Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, it must be completed and signed; sent or delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and received by no later than 11 a.m. on Monday 22 July 2024 or, in the event of an adjournment, not less than 24 hours before the time of the adjourned meeting.
8. In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### Appointment of proxies electronically

9. Members who wish to appoint a proxy or proxies online can do so by going to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and entering the Control Number, Shareholder Reference Number and PIN printed on the enclosed proxy form(s). This facility is provided for the Company by Computershare Investor Services PLC and members will be asked to agree to certain terms and conditions of use. The lodging of a proxy online must be done not less than 24 hours before the time of the meeting.

### **Appointment of proxy using the CREST system**

10. Members who are users of the CREST system (including CREST personal members) may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, the CREST message must be received by the Company's registrars, Computershare Investor Services PLC, (under CREST participant ID 3RA50) by no later than 11 a.m. on Monday 22 July 2024, being 24 hours before the time of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's registrars are able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means.
11. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). In order for a proxy appointment or instruction made using the CREST system to be valid, the appropriate CREST message 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.
12. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable their CREST sponsor or voting service provider(s) 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 proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Appointment of proxy by joint members**

13. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

### **Changing proxy instructions**

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Any amended proxy appointment received after the specified cut off time will be disregarded.
15. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrars as indicated in note 7 above. 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.

### **Termination of proxy appointment**

16. In order to revoke a proxy instruction, you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. 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.
17. The revocation notice must be received by the Company no later than 11 a.m. on Monday 22 July 2024, being 24 hours before the time of the meeting.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 19 below, your proxy appointment will remain valid.
19. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

20. Any corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises powers over the same share.



### **Issued shares and total voting rights**

21. As at 18 June 2024, being the last practicable date prior to the publication of this Notice of Meeting, the Company's issued share capital (excluding treasury shares) was 36,548,422 'A' ordinary shares of 40 pence each, 84,724,710 'B' ordinary shares of 4 pence each, 13,366,013 'C' ordinary shares of 40 pence each, 400,000 6% first cumulative preference shares of £1 each and 1,200,000 8% second cumulative preference shares of £1 each. Each share carries one vote, save that the holders of both classes of preference share are entitled to vote only in certain limited circumstances. Therefore, the total voting rights in the Company as at 18 June 2024 are 136,239,145 including preference shares and 134,639,145 excluding preference shares.

### **Questions at the meeting**

22. Under Section 319A of the Companies Act 2006, the Company must answer any question relating to the business of the meeting unless: (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
23. If you have any questions on the matters to be considered at the AGM you can raise them at the meeting. Alternatively, you can submit questions in advance of the meeting by emailing FullersAGM@fullers.co.uk and these will be dealt with at or prior to the meeting.

### **Website publication of audit concerns**

24. Shareholders should note that it is possible that pursuant to chapter 5 of part 16 Companies Act 2006 (sections 527 to 531), the Company may be required to publish on its website a statement setting out any matter that such member or members propose to raise at the meeting relating to either 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 the circumstances connected with an auditor ceasing to hold office since the date of the last annual general meeting.
25. Where the Company is required to publish such a statement on its website: (i) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request; (ii) it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website; and (iii) the statement may be dealt with as part of the business of the meeting.

### **Nominated persons**

26. If you are a person who has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person) you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member) to be appointed, or to have someone else appointed, as a proxy for the meeting.
27. 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 Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
28. Your main point of contact in terms of your investment in the Company remains the Relevant Member (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.

### **Documents on display**

29. The following documents are available for inspection during normal business hours at the Company's registered office, Pier House, 86-93 Strand-on-the-Green, London W4 3NN, and will be available for inspection at the place of the AGM for at least 15 minutes prior to the AGM until the end of the AGM:
- (a) copies of the service contracts of the Executive Directors of the Company; and
  - (b) copies of the letters of appointment of the Non-Executive Directors of the Company.

If you have any questions about any of these documents, please email FullersAGM@fullers.co.uk.





**Fuller, Smith & Turner P.L.C.**

Registered Office

Pier House

86-93 Strand-on-the-Green

London W4 3NN

Registered number 241882

Telephone: +44 (0)20 8996 2000

Email: [fullers@fullers.co.uk](mailto:fullers@fullers.co.uk)

**[www.fullers.co.uk](http://www.fullers.co.uk)**