

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 as soon as possible. If you have sold or otherwise transferred all of your ordinary shares in Forterra plc please pass this document, together with the accompanying documents, 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.



**FORTERRA**

**Forterra plc**

(incorporated in England and Wales under number 09963666)

**Notice of Annual General Meeting**  
to be held at 12.00 p.m. on Tuesday 23 May 2017



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## Letter from the Chairman

Forterra plc  
Registered Office:  
5 Grange Park Court  
Roman Way  
Northampton  
NN4 5EA  
13 April 2017

To the holders of ordinary shares in Forterra plc (the 'Company')

Dear Shareholder,

### Annual General Meeting

I am writing to give your details of the first Annual General Meeting 'AGM' or 'Meeting' of the Company following our Admission to the London Stock Exchange to be held at 12.00 p.m. on Tuesday 23 May 2017 at The Hilton Hotel, 100 Watering Lane, Collingtree, Northampton NN4 0XW. For directions please see the map on the last page of this document.

The following are enclosed with this letter:

- Notice of AGM
- Explanatory notes
- Annual Report and Accounts
- Form of Proxy (and prepaid envelope)
- AGM Attendance Card

The formal notice convening the AGM is set out on pages 7 to 11 of this document. The explanatory notes to accompany the formal notice are set out on pages 4 to 6.

### Action to be taken

If you wish to attend the AGM in person please bring the attendance card accompanying the Notice with you. Ordinary shareholders are requested, whether or not they intend to attend the AGM in person, to either (a) if you hold your ordinary shares in certificated form, complete the Form of Proxy and return it to our Registrars as detailed in note 2 on page 10, or (b) if you hold your ordinary shares in uncertificated form through CREST, appoint your proxy through the CREST proxy appointment service as detailed in note 3 on page 10. The lodging of Forms of Proxy will not prevent ordinary shareholders from attending the Meeting and voting in person if they so wish.

Please note that the deadline for the receipt by our Registrars of all proxy appointments is 12.00 p.m. on 19 May 2017.

### Recommendation

The Board is unanimous in its view that all the resolutions set out in the notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the resolutions. Where applicable, each Director intends to vote in favour of the resolutions in respect of their own beneficial holding.

The results will be announced through Regulatory News Service ('RNS') and will be made available on the Company's website as soon as practicable following the closing of this year's AGM.

I look forward to seeing you at the AGM and thank you for your continued support.

Yours faithfully

**Paul Lester CBE**  
Chairman

## Explanatory Notes to the Resolutions

The following notes give an explanation of the proposed resolutions set out in the notice of Annual General Meeting.

Resolutions 1 to 15 are proposed as ordinary resolutions meaning that for each of those resolutions to be passed more than half the votes must be cast in favour of the resolution. Resolutions 16 to 19 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Ordinary Resolutions

#### Resolution 1 – Receipt of the Annual Report and Accounts

Ordinary resolution 1 proposes the receipt and adoption of the Annual Report and Accounts, together with the reports of the Directors and the independent auditor for the year ended 31 December 2016.

#### Resolution 2 – Re-appointment of Auditor

The Company is required to appoint an auditor at each Annual General Meeting at which accounts are laid to hold office until the next Annual General Meeting. Ordinary resolution 2 therefore proposes that Ernst & Young LLP, the Company's existing auditor, be re-appointed as auditor to the Company until the conclusion of the Annual General Meeting in 2018 at which the accounts will be laid.

#### Resolution 3 – Remuneration of Auditor

The Audit Committee of the Company has responsibility for overseeing the relationship with the external auditor. This responsibility includes approving the external auditor's engagement letter and the audit fee. Ordinary resolution 3 seeks shareholder approval to authorise the Audit Committee to determine the remuneration of the auditor of the Company.

#### Resolution 4 – Final Dividend

A final dividend of 3.8 pence per ordinary share is recommended by the Directors for payment to shareholders on the register of members of the Company at the close of business on 16 June 2017. Subject to approval by the shareholders at the AGM of ordinary resolution 4, the dividend will be paid on 6 July 2017. An interim dividend of 2.0 pence per ordinary share was paid on 19 October 2016.

#### Resolutions 5 to 11 – Re-election of Directors

The Company's Articles of Association contain powers of removal, appointment, election and re-election of Directors and provide that each Director should retire at the Annual General Meeting if they had been a Director at each of the two preceding Annual General Meetings and was not reappointed by the Company in general meeting at or since such meeting. A retiring Director shall be eligible for re-election. The Company supports the principles of good governance as laid out in the UK Governance Code and, accordingly, all the Executive and Non-Executive Directors will retire and put themselves forward for re-election annually at each Annual General Meeting. Ordinary resolutions 5 to 11 deal with the re-election of each Director.

As described in further details on page 44 of the 2016 Annual Report and Accounts, as the Company listed relatively recently it has not to date conducted a formal evaluation of the Directors but intends to do so during 2017. However, for the purposes of the re-election of each Director at the AGM, the Board has concluded that each Director makes a positive and effective contribution to the Board and demonstrates commitment to the role.

The biographies of each of the Directors can be found on pages 38 and 39 of the 2016 Annual Report and Accounts.

The Board considers Justin Atkinson and Divya Seshamani to be independent and there are no relationships or circumstances which are likely to affect their character or judgement. Bradley Boggess and Richard Cammerer Jr. have been appointed by LSF9 Concrete II Limited (an affiliate of Lone Star Funds) under the terms of a relationship agreement dated 26 May 2016. Pursuant to the relationship agreement, the controlling shareholder is able to appoint:

- (a) two non-executive directors to the Board for so long as it and its associates are entitled to exercise or to control the exercise of 20% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company; and
- (b) one non-executive director to the Board for so long as it and its associates are entitled to exercise or to control the exercise of 10% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company.

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### **Resolution 12 - Approval of Remuneration Policy**

Ordinary resolution 12 seeks shareholder approval for the Directors' remuneration policy which is set out on pages 54 to 62 of the 2016 Annual Report and Accounts. The directors' remuneration policy sets out the Company's future policy on directors' remuneration, including the setting of the directors' pay and the granting of share awards. The policy will be subject to a binding shareholder vote and, if approved, the Company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or future Director unless that payment is consistent with the remuneration policy (unless a payment has been separately approved by a shareholder resolution).

### **Resolution 13 – Approval of Remuneration Committee Report**

Ordinary resolution 13 seeks shareholder approval for the Remuneration Committee Report (which is set out on pages 52 to 69 of the 2016 Annual Report and Accounts but excludes the Directors' remuneration policy set out on pages 54 to 62 of the 2016 Annual Report and Accounts). This vote is advisory in nature in that in the event that this resolution is not passed payments made or promised to Directors will not have to be repaid, reduced or withheld.

### **Resolution 14 – Political Donations**

Part 14 of the Companies Act 2006 (the 'Act'), amongst other things, prohibits the Company and its subsidiaries from making EU political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's Shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be covered by this prohibition. Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the Act defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught. Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred. As permitted under the Act, ordinary resolution 14 covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 30 June 2018.

### **Resolution 15 – Renewal of Authority to Allot Share Capital**

The Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The previous authority granted by shareholders on 11 April 2016 in respect of the allotment of shares will expire on 23 May 2017.

Accordingly, resolution 15 will be proposed as an ordinary resolution. Part (a) of resolution 15 grants new authority to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £668,140. This amount represents approximately one-third (33.33%) of the total issued ordinary share capital of the Company as calculated at 6 April 2017, the latest practicable date before the publication of the notice of AGM.

In accordance with the institutional guidelines issued by the Investment Association, paragraph (b) of resolution 15 will also authorise Directors to allot, including the ordinary shares referred to in paragraph (a) of resolution 15, ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £1,336,280. This amount represents approximately two-thirds (66.67%) of the total issued ordinary share capital of the Company as calculated at 6 April 2017, the latest practicable date before the publication of the notice of AGM. The Directors have no present intention of exercising these authorities.

If given, these authorities will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 30 June 2018.

## Special Resolutions

### Resolutions 16 and 17 – Authorities to Disapply Pre-Emption Rights

The Directors require a power from shareholders to allot equity securities or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. The previous power granted by shareholders in respect of the disapplication of pre-emption rights will expire on 23 May 2017.

Resolutions 16 and 17, which will be both proposed as special resolutions, if passed, these resolutions would authorise the Directors to allot equity shares for cash without first being required to offer such shares to existing shareholders. The combined effect of both resolutions will provide authority to issue up to 10% of the issued ordinary share capital (excluding any treasury shares) and each resolution follows the guidance from the Pre-Emption Group's revised Statement of Principles, published in March 2015, and their further guidance and good practice template resolutions published in July 2016.

In accordance with this guidance, the Company confirms that it intends to use:

- (a) no more than 5% of issued ordinary share capital in any one year, whether or not in connection with an acquisition or specified capital investment; and
- (b) no more than an additional 5% of issued ordinary share capital in any one year, and only in connection with an acquisition or a specified capital investment.

The Directors believe both resolutions be proposed as they consider it prudent to maintain the flexibility the resolutions provide individually and in aggregate. The Directors do not currently intend to make use of either element of the authority, and anticipate only making use of the additional authority where the specific circumstances of the Company require. The aggregated authority contained in resolutions 16 and 17 will be limited to an aggregate nominal value of £200,442 (being 10% of the total issued ordinary share capital of the Company as calculated at 6 April 2017, the latest practicable date before the publication of the notice of AGM).

If given, these authorities will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 30 June 2018.

Your Directors will have due regard to institutional guidelines in relation to any exercise of this authority, in particular the requirement for advance consultation with shareholders and explanation before making any non-pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the Company's issued share capital in any rolling three-year period.

### Resolution 18 – Market Purchase of Own Shares

This resolution will give the Company authority to purchase its own shares in the market up to a limit of 10% of its issued ordinary share capital, being 20,044,206 ordinary shares. The maximum and minimum prices are stated in the resolution. The Directors believe that it is advantageous for the Company to have the flexibility to make market purchases of its own shares.

It is the Directors' intention only to exercise the authority to purchase the Company's shares for the purpose of employee share schemes or where it would increase the earnings per share of those ordinary shares that are not re-purchased. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally. Save to the extent ordinary shares purchased pursuant to the regulations concerning treasury shares, any ordinary shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly. The Company may hold in treasury any of its own ordinary shares that it purchases pursuant to the relevant regulations and the authority conferred by resolution 18. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

As at 6 April 2016 (the last practicable date before the publication of the notice of AGM) options to subscribe for a total of 5,517,634 ordinary shares were outstanding under the Company's employee share schemes representing 2.8 per cent of the total issued share capital of the Company at that date and 3.1 per cent of the issued share capital of the Company if the authority sought by resolution 18 were to be exercised in full.

Resolution 18 will be proposed as a special resolution and will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 30 June 2018.

### Resolution 19 – Notice Period for General Meetings

Resolution 19 renews an authority granted in a general meeting of the Shareholders held on 11 April 2016 and if passed will allow the Company to hold general meetings (other than the Annual General Meeting) on 14 clear days' notice. This is in order to avoid the effect of section 307A of the Act which, without such a resolution, would have the effect of requiring the Company to give not less than 21 clear days' notice of general meetings. It is intended that this flexibility will only be used for non-routine business where the flexibility is merited by the business of the meeting and it is thought to be in the best interests of shareholders as a whole. The approval will be effective until the Company's Annual General Meeting to be held in 2018.

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## Notice of Annual General Meeting

### Forterra plc

Notice is hereby given that the Annual General Meeting of Forterra plc (the 'Company') will be held at **The Hilton Hotel, 100 Watering Lane, Collingtree, Northampton NN4 0XW at 12.00pm on Tuesday 23 May 2017** to consider and, if thought fit, to pass the following resolutions which will be proposed as to Resolutions 1 to 15 (inclusive) as ordinary resolutions and Resolutions 16 to 19 (inclusive) as special resolutions.

### Ordinary Resolutions

1. THAT the Annual Report and Accounts for the year ended 31 December 2016 be received and adopted.
2. THAT Ernst & Young LLP be re-appointed as the auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
3. THAT the Audit Committee be authorised on behalf of the Board to determine the remuneration of the auditor of the Company.
4. THAT a final dividend of 3.8p per ordinary share be declared for the year ended 31 December 2016, payable to ordinary shareholders on the register at the close of business on 16 June 2017.
5. THAT Paul Lester be re-elected as a Director of the Company.
6. THAT Stephen Harrison be re-elected as a Director of the Company.
7. THAT Shatish Dasani be re-elected as a Director of the Company.
8. THAT Justin Atkinson be re-elected as a Director of the Company.
9. THAT Divya Seshamani be re-elected as a Director of the Company.
10. THAT Bradley Boggess be re-elected as a Director of the Company.
11. THAT Richard Cammerer Jr. be re-elected as a Director of the Company.
12. THAT the Directors' remuneration policy, the full text of which can be found on pages 54 to 62 of the 2016 Annual Report and Accounts, be approved.
13. THAT the Remuneration Committee Report (excluding the remuneration policy set out on 54 to 62 of the 2016 Annual Report and Accounts) for the year ended 31 December 2016, as set out on pages 52 to 69 of the 2016 Annual Report and Accounts, be approved.
14. THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are the Company's subsidiaries are authorised to:
  - (a) make political donations to political parties or to independent election candidates not exceeding £100,000 in total;
  - (b) make political donations to political organisations (other than political parties) not exceeding £100,000 in total; and
  - (c) incur any political expenditure not exceeding £100,000 in total,in each case, during the period beginning with the conclusion of this meeting and ending on the conclusion of the Annual General Meeting of the Company to be held in 2018 or, or earlier, 30 June 2018. For the purpose of this resolution 'political donation', 'political party', 'political organisation', 'independent election candidate' and 'political expenditure' are to be construed in accordance with sections 363, 364 and 365 of the Act.
15. THAT the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the 'Act'), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
  - (a) up to an aggregate nominal amount (within the meaning of sections 551(3) and 551(6) of the Act) of £668,140 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this resolution in excess of such sum); and
  - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of sections 551(3) and 551(6) of the Act) of £1,336,280 (such amount to be reduced by any allotments or grants made under paragraph (a) of this resolution) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 30 June 2018, save that the Company may before such expiry make any offer or enter into any agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

## Special Resolutions

16. THAT, subject to the passing of resolution 15, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the 'Act') to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by resolution 15; and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
  - (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under paragraph (b) of resolution 15, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by such holders on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise pursuant to the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever; and
  - (ii) in the case of the authorisation granted under paragraph (a) of resolution 15 (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £100,221,

these authorisations to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, on 30 June 2018, save that the Company may at any time before the expiry of such power make any offer or enter into any agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of such power and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

17. THAT, subject to the passing of resolutions 15 and 16, and in addition to the power granted by resolution 16 the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the 'Act') to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of resolution 15; and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:
  - (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £100,221; and
  - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

these authorisations to expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, on 30 June 2018, save that the Company may at any time before the expiry of such power make any offer or enter into any agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of such power and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.



18. THAT the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act (the 'Act') to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of £0.01 each on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 20,044,206, representing approximately 10 per cent of the issued ordinary share capital of the Company as at 6 April 2017;
  - (b) the minimum price that may be paid for each ordinary share is the nominal value of such share which amount shall be exclusive of expenses (if any);
  - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc 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 on the trading venues where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No. 2273/2003);
  - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, on 30 June 2018; and
  - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
19. THAT a general meeting of the Company other than an Annual General Meeting of the Company may be called on not less than 14 clear days' notice.

#### **By Order of the Board**

#### **Ben Guyatt**

Company Secretary

Forterra plc

Registered Office:

5 Grange Park Court  
Roman Way  
Northampton  
NN4 5EA

(Incorporated in England and Wales under number 09963666)

13 April 2017

## Notes

1. Only holders of ordinary shares are entitled to attend and vote at this meeting. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at the close of business on Friday, 19 May 2017 (or, in the event of any adjournment, at close of business on the date which is two days prior to the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting or adjourned meeting.
2. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. To be valid any form of proxy must be received by post or by hand (during normal business hours only) by the Company's Registrars, Capita Asset Services, PXS 1, 34 Beckenham BR3 4ZF, or at the electronic address provided in the form of proxy/website, in each case no later than 12.00 p.m. on Friday, 19 May 2017 (or, in the case of any adjourned meeting, 48 hours before the time of the adjourned meeting). If you are a CREST member, see note 3 below.
3. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company's Articles of Association. 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland 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: RA10) by 12.00 p.m. Friday, 19 May 2017. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland 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 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 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 CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. The appointment of a proxy does not prevent a member who so wishes from attending the meeting and voting in person.
5. 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 they do not do so in relation to the same shares.
6. Any person to whom this notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such right or does not wish to exercise it, he/she may have a right under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.
7. Under section 527 of the Companies Act 2006 (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: (i) 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning on 1 October 2015 ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act, (in each case) that the members propose to raise at the Annual General Meeting. The Company may not require the members 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 meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

8. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable, in the interests of the Company or the good order of the meeting, that the question be answered.
9. Under section 338 and section 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 Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
10. Except as expressly stated, members who wish to communicate with the Company in relation to the AGM should do so in writing either to the Company Secretary at the registered office address or to the Company's registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. No other methods of communication will be accepted. In particular, you may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided either in this notice of meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
11. Copies of the following documents are available for inspection at the registered office of the Company, 5 Grange Park Court, Roman Way, Northampton NN4 5EA during normal business hours on any weekday from the date of this notice of AGM until the close of the Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the AGM convened for that day from at least 15 minutes prior to the appointed time for the meeting until the meeting is concluded or adjourned:
  - (a) copies of the Executive Directors' service agreements; and
  - (b) copies of the letters of appointment of non-Executive Directors.
12. A copy of this notice of AGM and the other information required by section 311A of the Companies Act 2006 can be found at [www.forterrapl.com](http://www.forterrapl.com).
13. As at 6 April 2017, the latest practicable date before the publication of the notice of AGM, there are 200,442,068 ordinary shares of £0.01 each in issue and the total voting rights of the Company are therefore 200,442,068.

Directions to the Forterra plc AGM to be held at The Hilton Hotel, 100 Watering Lane, Collingtree, Northampton NN4 0XW at 12.00pm on Tuesday 23 May 2017.



From the north or south take the turning for Junction 15 of the M1 Motorway and follow signs for the A45 towards the town centre. The hotel is situated 100 yards from the Junction with access from Watering Lane. The Hilton Northampton Hotel is only 10 minutes' drive from Northampton town centre and 20 minutes from Milton Keynes. The nearest train station is Northampton.