

**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 amended) 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, 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 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 Thursday 14 May 2020



## LETTER FROM THE CHAIRMAN

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

8 April 2020

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

Dear Shareholder,

### ANNUAL GENERAL MEETING

I am writing to give you details of the 2020 Annual General Meeting ('AGM' or 'Meeting') of the Company to be held at 12.00 p.m. on Thursday 14 May 2020 at the offices of Forterra plc, 5 Grange Park Court, Roman Way, Northampton NN4 5EA.

The following are enclosed with this letter:

- Explanatory notes
- Notice of AGM
- Annual Report and Accounts

The formal notice convening the AGM is set out on pages 8 to 12 of this document. The explanatory notes to accompany the formal notice are set out on pages 5 to 7 of this document.

We are closely monitoring the impact of COVID-19 (coronavirus). It is currently the intention of the Company to hold the meeting as planned. However, the Board notes the compulsory measures passed into UK law on 26 March 2020, prohibiting public gatherings of more than two people in view of the COVID-19 pandemic. For as long as these measures remain in place, shareholders will be prohibited from attending the AGM.

As a result, shareholders are not permitted to attend the AGM in person and will not be admitted. You are instead urged to appoint the chairman of the Meeting as your proxy to vote as you direct, in accordance with the instructions explained in the Notice of AGM.

While we are obliged to take these unfortunate steps to comply with UK law, the Board remains keen to encourage engagement with our shareholders. Questions can be submitted to your Board by e-mail to [investors@forterra.co.uk](mailto:investors@forterra.co.uk) and it is our intention to arrange a conference call with our Chief Executive and Chief Financial officers once the current crisis has passed. Full details will be given on our website: [www.forterrapl.com](http://www.forterrapl.com)

If the Board believes that it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM due to COVID-19, we will ensure that shareholders are given as much notice as possible. Further information will be made available through an announcement to the London Stock Exchange and through our website: [www.forterrapl.com](http://www.forterrapl.com)

### ACTION TO BE TAKEN

(a) If you hold your ordinary shares in certificated form, your proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:

- cast your vote
- change your dividend payment instruction
- update your address
- select your communication preference

(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 11.

Please note that the deadline for the receipt by our Registrars of all proxy appointments is 12.00 p.m. on Tuesday 12 May 2020.

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## **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 each of the resolutions. Where applicable, each Director intends to vote in favour of the resolutions in respect of their own beneficial shareholding, which in aggregate amounts to 249,273 ordinary shares at the date of this letter.

The results of the AGM will be announced through the 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.

Thank you for your continued support.

Yours faithfully

**Justin Atkinson**

Chairman

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## **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 14 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 15 to 18 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 2019.

#### **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 2021 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 to the Company.

#### **RESOLUTIONS 4 TO 10 - 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 a general meeting at or since such meeting. A retiring Director shall be eligible for re-election. Furthermore, the Company's Articles of Association provide that any Director appointed by the Board is required to submit themselves for election at the Annual General Meeting following their appointment. Since the last Annual General Meeting, the Board has appointed Ben Guyatt as the new Chief Financial Officer, and accordingly, resolution 6 proposes the election of Ben Guyatt.

The Company supports the principles of good governance as laid out in the UK Corporate 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 4 to 10 deal with the re-election of each Director. As described in further detail on page 51 of the 2019 Annual Report and Accounts, during 2019 the Board conducted an internal evaluation of both its own effectiveness and that of its Committees. The evaluation process included the consideration of the effectiveness of each Director. In addition, the Chairman also met with each Director during the year to discuss their contribution to the Board and their personal development. These processes allow the Board to conclude 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 46 and 47 of the 2019 Annual Report and Accounts. The Board considers Divya Seshamani, Martin Sutherland, Katherine Innes Ker and Vince Niblett to be independent and there are no relationships or circumstances which are likely to affect their character or judgement.

#### **RESOLUTION 11 - APPROVAL OF REMUNERATION POLICY**

Ordinary resolution 11 seeks shareholder approval for the Directors' remuneration policy which is set out on pages 64 to 71 of the 2019 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 (or unless a payment has been separately approved by a shareholder resolution).

#### **RESOLUTION 12 - APPROVAL OF REMUNERATION COMMITTEE REPORT**

Ordinary resolution 12 seeks shareholder approval for the Remuneration Committee Report (excluding the Remuneration Policy set out on pages 64 to 71 of the 2019 Annual Report and Accounts) for the year ended 31 December 2019 (which is set out on pages 61 to 85 of the 2019 Annual Report and Accounts). This vote is advisory in nature, with the consequence that if this resolution is not passed, payments made or promised to Directors will not have to be repaid, reduced or withheld.

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### **RESOLUTION 13 - 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 Company and/or any of its subsidiaries 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 breach 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 13 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 2021 or, if earlier, 30 June 2021.

### **RESOLUTION 14 - 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 20 May 2019 in respect of the allotment of shares (which has not been exercised during the year) will expire on the holding of the 2020 AGM or, if earlier, 30 June 2020. The Directors are now seeking renewal of that authority.

Accordingly, resolution 14 will be proposed as an ordinary resolution. Part (a) of resolution 14 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 8 April 2020, being 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 14 will also authorise Directors to allot, including the ordinary shares referred to in paragraph (a) of resolution 14, 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 8 April 2020, 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 2021 or, if earlier, 30 June 2021.

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## **SPECIAL RESOLUTIONS**

### **RESOLUTIONS 15 AND 16 – 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 at the Company's 2019 Annual General Meeting in respect of the disapplication of pre-emption rights will expire on the holding of the 2020 AGM or, if earlier 30 June 2020.

Resolutions 15 and 16 will both be 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). 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 are proposing both resolutions 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 15 and 16 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 8 April 2020, being 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 2021 or, if earlier, 30 June 2021.

Your Directors will have due regard to institutional guidelines and the Statement of Principles 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 17 – 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 as calculated at 8 April 2020, being the latest practicable date before the publication of the notice of AGM. 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 are purchased for the purposes of 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 17. 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 8 April 2020 (being the last practicable date before the publication of the notice of AGM) options to subscribe for a total of 5,780,844 ordinary shares were outstanding under the Company's employee share schemes representing 2.9 per cent of the total issued share capital of the Company at that date and 3.2 per cent of the issued share capital of the Company if the authority sought by resolution 17 were to be exercised in full.

Resolution 17 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 2021 or, if earlier, 30 June 2021.

### **RESOLUTION 18 – NOTICE PERIOD FOR GENERAL MEETINGS**

Resolution 18 seeks to renew the authority granted at the Company's 2019 Annual General Meeting to 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. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The Company undertakes to meet the requirements for electronic voting in the Act before calling a general meeting on 14 clear days' notice. 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. If passed, the approval will be effective until the Company's Annual General Meeting to be held in 2021.

## 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 offices of **Forterra plc, 5 Grange Park Court, Roman Way, Northampton, NN4 5EA at 12.00 p.m. on Thursday 14 May 2020** to consider and, if thought fit, to pass the following resolutions which will be proposed as to Resolutions 1 to 14 (inclusive) as ordinary resolutions and Resolutions 15 to 18 (inclusive) as special resolutions.

### ORDINARY RESOLUTIONS

1. THAT the Annual Report and Accounts for the year ended 31 December 2019 be received and adopted.
2. THAT Ernst & Young LLP be re-appointed as the auditor to 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 to the Company.
4. THAT Justin Atkinson be re-elected as a Director of the Company.
5. THAT Stephen Harrison be re-elected as a Director of the Company.
6. THAT Ben Guyatt be elected as a Director of the Company.
7. THAT Katherine Innes Ker be re-elected as a Director of the Company.
8. THAT Divya Seshamani be re-elected as a Director of the Company.
9. THAT Martin Sutherland be re-elected as a Director of the Company.
10. THAT Vince Niblett be re-elected as a Director of the Company.
11. THAT the Directors' remuneration policy, the full text of which can be found on pages 64 to 71 of the 2019 Annual Report and Accounts, be approved.
12. THAT the Remuneration Committee Report (excluding the Remuneration Policy set out on pages 64 to 71 of the 2019 Annual Report and Accounts) for the year ended 31 December 2019, as set out on pages 61 to 85 of the 2019 Annual Report and Accounts, be approved.
13. 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 2021 or, if earlier, 30 June 2021. 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.

14. 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 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 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 or regulations 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 2021 or, if earlier, 30 June 2021, 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

15. THAT, subject to the passing of resolution 14, 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 14; 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 authorization granted under paragraph (b) of resolution 14, 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 under the laws or regulations 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 14 (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,

this power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2021 or, if earlier, on 30 June 2021, 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.

16. THAT, subject to the passing of resolutions 14 and 15, and in addition to the power granted by 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 paragraph (a) of resolution 14; 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,

this power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2021 or, if earlier, on 30 June 2021, 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.

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17. 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 in the capital of the Company 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 8 April 2020; and
  - (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); and
  - (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 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); and
  - (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 2021 or, if earlier, on 30 June 2021; 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.
18. 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**

**Ashley Thompson**

Company Secretary

Forterra plc

Registered Office:

5 Grange Park Court  
Roman Way  
Northampton  
NN4 5EA

(Incorporated in England and Wales under number 09963666)

8 April 2020

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## NOTES

References below to attending the Company's Annual General Meeting should be read in the context of the UK Government's prohibition on public gatherings of more than two people referred to in the Chairman's Letter on pages 3 and 4 of this document.

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 Tuesday 12 May 2020 (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 entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at [www.signalshares.com](http://www.signalshares.com). Proxies may also be appointed electronically or through CREST. Details are given in the notes below. Appointing a proxy or any CREST proxy instruction does not preclude you from attending the Meeting and voting in person on any matters in respect of which the proxy or proxies is or are appointed but, in the event that and to the extent that you personally vote your shares, your proxy will not be entitled to vote and any vote cast by your proxy in such circumstances will be disregarded.
3. To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. 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. Tuesday 12 May 2020. 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. 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.
5. 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.

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6. 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 that the members propose to raise at the Annual General Meeting 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 to the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with section 437 of the Act. 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.
  7. 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.
  8. 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, Link 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.
  9. Copies of the following documents would normally be 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 would normally 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 however this will not be possible given the restrictions imposed due to COVID-19:
    - (a) copies of the Executive Directors' service agreements; and
    - (b) copies of the letters of appointment of non-Executive Director.
  10. 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).
  11. As at 8 April 2020, being 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.
  12. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or you may call Link on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK. They are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.