

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please forward this document together with all accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.



HUNTING PLC

NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting ("Notice of AGM") of the Company to be held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS, on Wednesday, 18 April 2018 at 10.30 a.m. is set out on pages 5 to 6 of this document.

Enclosed with this document is a form of proxy for use in connection with all the resolutions to be proposed at the Annual General Meeting ("AGM").

Whether or not you plan to attend the AGM, the Directors request that either you: (i) complete and return the enclosed form of proxy to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; (ii) submit votes electronically following the instructions contained in the form of proxy; or (iii) if you are a CREST member, lodge the CREST Proxy Instruction using the CREST Proxy Voting Service, in all cases so as to arrive no later than 10.30 a.m. on Monday, 16 April 2018.

For further details, please see the notes which follow the Notice of AGM set out at the end of this document. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM.

1 March 2018

To holders of the Company's Ordinary shares

Dear Shareholder,

I am pleased to invite you to the Company's Annual General Meeting ("AGM") which will be held at The Royal Automobile Club in London on Wednesday, 18 April 2018 at 10.30 a.m. The formal Notice of AGM is set out on pages 5 and 6 of this document.

The purpose of this letter is to explain the business of the AGM in more detail. Resolutions 1 to 11 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 to 16 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.

Voting on all resolutions at the AGM will be on a poll as the Directors believe that this will result in a more accurate reflection of the views of all shareholders and ensure that their votes are recognised, whether or not they are able to attend the AGM. On a poll, each shareholder has one vote for every share held.

If you are attending the AGM, you will be provided with a poll card on entry and will be asked to complete and return it at the conclusion of the AGM. The results of the poll and proxy votes cast prior to the AGM will be released, shortly after the AGM, to the London Stock Exchange and published on the Company's website www.huntingplc.com.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the form of proxy sent to you with this document and return it to our Registrars as soon as possible. They must receive it by no later than 10.30 a.m. on Monday, 16 April 2018.

Resolution 1 – Presentation of Accounts

The Directors are required by the Companies Act 2006 to present to the shareholders of the Company at a general meeting the Company's audited accounts for the year ended 31 December 2017, together with the Directors' reports (including the strategic report) and the auditors' report on those accounts.

Resolution 2 – Directors' Remuneration Policy

The Company is seeking shareholder approval of a new Directors' Remuneration Policy (the "Policy"), following a review of executive Director remuneration during 2017. This has primarily been driven by the leadership changes, including the appointment of a new Chief Executive, which have occurred during the year. Amendments to the current Policy include changes to the operation of the executive Director annual bonus plan and the Hunting Performance Share Plan.

The Policy is binding, which means once approved, all payments to Directors by way of remuneration or for loss of office must be made in accordance with the Policy (unless a payment is separately approved by a shareholder resolution).

If approved, the Policy will take effect from the end of the AGM and will replace the current Policy approved by shareholders in April 2017. The Policy can be found on pages 73 to 82 of the Company's 2017 Annual Report and Accounts. If resolution 2 is not approved, the Policy approved in April 2017 will continue in effect.

Resolution 3 – Annual Report on Remuneration

The Companies Act 2006 requires the Company to seek shareholder approval on an annual basis at its AGM for the Annual Report on Remuneration for the prior financial year and the accompanying letter from the Remuneration Committee Chairman. The vote on this Report and letter is "advisory" which means that payments to the Directors are not conditional on this resolution being approved.

The Annual Report on Remuneration is set out on pages 83 to 92 of the Company's 2017 Annual Report and Accounts and the letter from the Remuneration Committee Chairman can be found on pages 71 and 72.

Resolution 4 – Reappointment of Director

The Company's Articles of Association provide that any Director who has been appointed by the Board since the last AGM is required to retire and, if eligible, be considered for reappointment.

Arthur James ("Jim") Johnson was appointed as the Company's new Chief Executive and a Director of Hunting PLC on 1 September 2017. Mr Johnson's biographical details can be found on page 56 of the 2017 Annual Report and Accounts.

Mr Johnson will retire at the AGM and, being eligible, offers himself for reappointment.

Resolutions 5 to 9 – Re-election of Directors

In accordance with the recommendations of the UK Corporate Governance Code, all other current Directors will stand for re-election at the AGM, with the exception of John Nicholas who is not seeking re-election and will retire as a Director at the conclusion of the AGM.

Biographical details of each of the Directors standing for re-election can be found on pages 56 and 57 of the Company's 2017 Annual Report and Accounts and also on the Company's website www.huntingplc.com.

The Board is confident that each non-executive Director has the necessary skills and expertise required for the Hunting group, including significant energy industry experience and/or knowledge of the legal and regulatory environment to which Hunting is required to comply. The Board is also satisfied that each non-executive Director, with the exception of Richard Hunting, remains independent in character and judgement and is free from any relationship or circumstance which is likely to affect, or could appear to affect, his or her judgement.

Resolution 10 – Auditors' reappointment and remuneration

The resolution seeks shareholder approval for the reappointment of PricewaterhouseCoopers LLP as auditors and also gives the Audit Committee the authority to determine their remuneration. The performance and effectiveness of the auditors was evaluated by the Company's Audit Committee, which recommended to the Board that PricewaterhouseCoopers LLP be reappointed. PricewaterhouseCoopers LLP has also indicated its willingness to continue as the Company's auditors for another year.

Resolution 11 – Authority to the Directors to allot shares

The Companies Act 2006 provides that the Directors may only allot shares or grant rights to subscribe for or convert any security into shares if authorised by shareholders to do so. Resolution 11 will, if passed, authorise the Directors to allot new shares up to an aggregate nominal amount of £27,362,268 which represents an amount which is approximately two-thirds of the issued share capital of the Company as at 1 March 2018, being the latest practicable date prior to the publication of this Notice of AGM.

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

The authority will expire at the earlier of the date that is 15 months after the date of the passing of the resolution or the conclusion of the next AGM of the Company.

Passing resolution 11 will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

As at 1 March 2018, the Company had 164,173,603 Ordinary shares of 25 pence each in issue.

Resolutions 12 and 13 – Disapplication of statutory pre-emption rights

Resolutions 12 and 13 seek shareholder approval such that the Board, subject to resolution 11 being passed, be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by these resolutions and/or to sell Ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale.

The authorities in resolutions 12 and 13 are limited to a combined aggregate amount of 10% of the Company's issued Ordinary share capital, as at 1 March 2018, being the latest practicable date prior to the publication of this Notice of AGM.

Resolution 12 seeks shareholder approval to disapply statutory pre-emption rights up to 5% of the Company's issued Ordinary share capital. This part of the authority is designed to provide the Directors with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they might arise. Resolution 12 also gives the Directors flexibility to implement a rights issue, open offer or other pre-emptive issue on terms that do not strictly reflect statutory pre-emption rights where strict compliance would be unduly burdensome (for example, due to overseas securities laws). Resolution 13 seeks shareholder approval to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued Ordinary share capital. In accordance with the Pre-Emption Group's Statement of Principles Disapplying Statutory Pre-Emption Rights, the Directors confirm that this additional authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

These authorities will expire at the earlier of the date that is 15 months after the date of the passing of the relevant resolution or the conclusion of the next AGM of the Company. In each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the relevant authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

In respect of these authorities, the Directors also confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of disapplication authorities within a rolling three-year period where the Principles provide that excluding any shares issued in connection with an acquisition or specified capital investment as described above, usage in excess of 7.5% of the issued Ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders.

Resolution 14 – Purchase of own shares by the Company

If passed, this resolution will grant the Company authority for a period of up to 15 months after the date of passing of the resolution to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 14.99% of the Company's issued Ordinary share capital as at 1 March 2018, being the latest practicable date prior to the publication of this Notice of AGM. The price per Ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of 25 pence per Ordinary share and a maximum amount (excluding expenses) of the higher of:

- (i) 5% above the average of the previous five days' middle market prices; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

This authority will only be exercised if market conditions make it advantageous to do so.

The Directors' present intention is that shares purchased pursuant to this authority will be cancelled immediately on purchase. Alternatively, the shares may be held in treasury, sold for cash or (provided Listing Rule requirements are met) transferred for the purposes of or pursuant to an employee share scheme. The effect of any cancellation would be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not qualify for dividends). The Directors will only make purchases under this authority if they believe that the effect of such purchases (where such shares are purchased for cancellation) would result in increased earnings per share and would be in the interests of the shareholders generally.

As at 1 March 2018, there were outstanding options and awards to subscribe for 7,103,205 Ordinary shares representing in total approximately 4.33% of the Company's issued share capital at that date. If the authority to purchase shares was exercised in full, and those shares were cancelled (but the Company's issued share capital otherwise remained unaltered), outstanding options and awards to subscribe for Ordinary shares would, as at that date, represent approximately 5.09% of the Company's issued share capital.

Resolution 15 – Notice of General Meetings

To enable the Company to preserve the ability to call general meetings (other than an AGM) on 14 clear days' notice, the Company must offer all shareholders the opportunity to appoint a proxy electronically (via the website of the Company or its Registrars) and must obtain the approval of its shareholders by means of a special resolution passed each year. Resolution 15 seeks such approval which, if granted, will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed. The Company is in compliance with the requirement to make electronic voting available to all shareholders. It is intended that the flexibility to call general meetings on 14 clear days' notice will only be used for non-routine business and where merited in the interests of shareholders as a whole.

Resolution 16 – Non-executive Director fees cap

The Company is proposing to amend its Articles of Association and seeks approval to increase the total aggregate of the annual fees payable to its non-executive Directors from £500,000 to £750,000 per annum. Article 85.1 of the Company's Articles of Association currently prescribes an aggregate annual fee cap for non-executive Directors of £500,000 per annum, which was approved by shareholders on 23 April 2008. Since 2011, the number of non-executive Directors, including the Chairman, appointed to the Board of the Company has increased from three to five. Resolution 16 is being proposed to increase the aggregate limit on non-executive Director fees to £750,000 per annum to provide ongoing flexibility – for example, should additional Directors be appointed, or additional responsibilities be allocated to the non-executive Directors. The revised Directors' Remuneration Policy, approval of which is being sought in resolution 2, reflects this proposed amendment to the Articles of the Association.

Recommendation

The Directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,



JOHN F. GLICK
CHAIRMAN

1 March 2018

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Hunting PLC will be held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS, on Wednesday, 18 April 2018 at 10.30 a.m. The business of the AGM will be to consider and, if thought fit, to pass the following resolutions of which resolutions 1 to 11 are proposed as ordinary resolutions and resolutions 12 to 16 as special resolutions. Voting on all resolutions will be by way of a poll.

Ordinary Resolutions

1. To receive the Company's audited accounts for the year ended 31 December 2017, together with the reports of the Directors' and the auditors' report on the accounts.
2. To approve the Directors' Remuneration Policy as set out on pages 73 to 82 of the Company's 2017 Annual Report and Accounts.
3. To approve the Annual Report on Remuneration and letter from the Remuneration Committee Chairman as set out respectively on pages 83 to 92 and 71 and 72 of the Company's 2017 Annual Report and Accounts.
4. To re-appoint Arthur James Johnson as a Director.

To re-elect the following:

5. Annell Bay as a Director.
6. John Glick as a Director.
7. John Hofmeister as a Director.
8. Richard Hunting as a Director.
9. Peter Rose as a Director.
10. To reappoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next AGM at which audited accounts are laid before the Company and to authorise the Audit Committee to determine their remuneration.
11. To authorise the Directors generally and unconditionally pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "relevant securities") up to an aggregate nominal amount of £27,362,268 comprising:
 - (a) an aggregate nominal amount of £13,681,134 (whether in connection with the same offer or issue as under (b) below or otherwise); and
 - (b) an aggregate nominal amount of £13,681,134 in the form of equity securities (within the meaning of section 560(1) of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of Ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

such authority to expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of 15 months from the date this resolution is passed or the conclusion of the AGM of the Company to be held in 2019, except that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired.

Special Resolutions

12. To empower the Directors pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of that Act) for cash pursuant to the general authority conferred on them by resolution 11 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of that Act, in each case as if section 561(1) of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of Ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (b) any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities having an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary shares having an aggregate nominal amount, not exceeding the sum of £2,052,170 which is approximately 5% of the issued share capital of the Company as at 1 March 2018.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 11 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

13. To empower the Directors (in addition to any authority granted under resolution 12 above) pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of that Act) for cash pursuant to the general authority conferred on them by resolution 11 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of that Act, in each case as if section 561(1) of that Act did not apply to any such allotment or sale, provided that this power shall be:
- (a) limited to any such allotment and/or sale of equity securities having an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary shares having an aggregate nominal amount, not exceeding the sum of £2,052,170 which is approximately 5% of the issued share capital of the Company as at 1 March 2018; and
 - (b) 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 determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

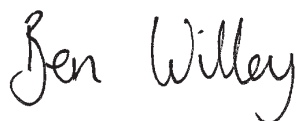
This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 11 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

14. To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its Ordinary shares of 25 pence each provided that in doing so it:
- (a) purchases no more than 24,609,623 Ordinary shares of 25 pence each in aggregate;
 - (b) pays not less than 25 pence (excluding expenses) per Ordinary share of 25 pence each; and
 - (c) pays a price per Ordinary share that is not more (excluding expenses) per Ordinary share than the higher of: (i) 5% above the average of the middle market quotations for the Ordinary shares as derived from the Daily Official List for the five business days immediately before the day on which it purchases that share; (ii) the price of the last independent trade on the trading venue where the purchase is carried out; and (iii) the highest current independent purchase bid on that venue.

This authority shall expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the AGM of the Company to be held in 2019, except that the Company may, if it agrees to purchase Ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

15. To authorise the Directors to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.
16. That Article 85.1 of the Articles of Association of the Company be amended by substituting "£750,000" for "£500,000".

By order of the Board



BEN WILLEY
COMPANY SECRETARY

1 March 2018

Registered Office:
5 Hanover Square
London
W1S 1HQ

Inspection of documents

The following documents will be available for inspection at 5 Hanover Square, London W1S 1HQ, from the date of this Notice until the time of the AGM and at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS from 15 minutes before the AGM starts until it ends:

- *Copies of the executive Directors' service contracts.*
- *Copies of the letters of appointment of the non-executive Directors.*
- *A copy of the amended Articles of Association.*

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

Proxies and corporate representatives

1. A member who is an individual is entitled to attend, speak and vote at the AGM or to appoint one or more other persons as their proxy to exercise all or any of their rights on their behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the paragraphs below. A member that is a company can appoint one or more corporate representatives (such as a Director or employee of the company) whose attendance at the AGM is treated as if the company were attending in person, or it can appoint one or more persons as its proxy to exercise all or any of its rights on its behalf. In each case, a person attending the AGM will need to provide the Company or its Registrars, Equiniti Limited, with evidence of their identity and, if applicable, their appointment as a proxy or corporate representative with authority to vote on behalf of a member.
2. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. To appoint a proxy or proxies, shareholders must:
 - (a) complete a form of proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, to the Company's Registrars, Equiniti Limited; or
 - (b) transmit a CREST Proxy Instruction (as set out in note 11 below); or
 - (c) submit a proxy electronically at www.sharevote.co.uk,in all cases so that it is received no later than 10.30 a.m. on Monday, 16 April 2018. To appoint more than one proxy, you will need to complete a separate form of proxy in relation to each appointment. A form of proxy for use in connection with the AGM is enclosed with this document. Full details of the procedure to submit a proxy electronically are given on the website at www.sharevote.co.uk. To use this service, you will need your Voting ID, Task ID and Shareholder Reference Number printed on the form of proxy. If you do not have a form of proxy and believe that you should, please contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or call on 0371 384 2173. Overseas shareholders should call on +44 (0)121 415 7047. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding UK public holidays).
3. If you are appointing more than one proxy you will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed and ensure that, taken together, the number of shares stated on the forms of proxy do not exceed your holding.
4. The appointment of a proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Nominated Persons

6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.

Entitlement to attend and vote

8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders included in the register of members of the Company at 6.30 p.m. on Monday, 16 April 2018 or, if the AGM is adjourned, in the register of members at 6.30 p.m. on the day which is two days before the day of any adjourned AGM, will be entitled to attend and to vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries in the register of members after 6.30 p.m. on 16 April 2018, or, if the AGM is adjourned, after 6.30 p.m. on the day which is two days before the day of the adjourned AGM, will be disregarded in determining the rights of any person to attend or vote at the AGM.

Total voting rights

9. As at 9.00 a.m. on 1 March 2018, the Company's issued share capital comprised 164,173,603 Ordinary shares of 25 pence each. Each Ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 9.00 a.m. on 1 March 2018 is 164,173,603.

Crest members

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (“EUI”) specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Company's agent (ID RA19), by the latest time for receipt of proxy appointments set out in note 2 above.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company'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.

12. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that EUI 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 any 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Audit statements

13. Under section 527 of the Companies Act 2006 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 auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Members' rights to ask questions

14. Any member attending the AGM has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

Members' rights to requisition a resolution or matter to be discussed

15. 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 meeting, notice of a resolution which may properly be moved and 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 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.

Communication with the Company

16. You may not use any electronic address provided in this Notice, or any related documents including the form of proxy, to communicate with the Company for any purposes other than those expressly stated.

Electronic publication

17. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.huntingplc.com.