
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 (the "Notice of AGM") of Hunting PLC (the "Company" or "Hunting") to be held at 5 Hanover Square, London, W1S 1HQ, on Wednesday 21 April 2021 at 2.30 p.m. is set out on pages 6 to 8 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 (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 2.30 p.m. on Monday 19 April 2021.

For further details, please see the notes which follow the Notice of AGM set out at the end of this document.

GIVEN THE RESTRICTIONS ON SOCIAL GATHERINGS IN LIGHT OF THE COVID-19 PANDEMIC, THE DIRECTORS ARE PROPOSING THAT THE AGM IS HELD AS A CLOSED MEETING. SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE MEETING PHYSICALLY, SAVE FOR THOSE SHAREHOLDERS PERMITTED BY THE CHAIRMAN OF THE MEETING TO ESTABLISH A QUORUM. VOTING AT THE MEETING SHOULD BE COMPLETED VIA PROXY, WITH ALL FORMS OF PROXY TO BE RECEIVED BY THE TIME AND DATE NOTED ABOVE.

SHAREHOLDER QUESTIONS RELEVANT TO THE BUSINESS OF THE AGM CAN BE SUBMITTED AHEAD OF THE MEETING, AS DESCRIBED IN THE LETTER FROM THE CHAIRMAN OF THE COMPANY ON PAGE 3 OF THIS DOCUMENT, AND WILL BE ANSWERED VIA A PRESENTATION TO BE DELIVERED VIA WEBCAST AT THE START OF THE MEETING. THE BUSINESS OF THE AGM WILL THEN FOLLOW THIS PRESENTATION.

4 March 2021

To holders of the Company's Ordinary shares

Dear Shareholder,

On behalf of my fellow Directors, I am pleased to inform you of the Company's AGM which will be held at the Company's Registered Office, 5 Hanover Square, London, W1S 1HQ on Wednesday 21 April 2021 at 2.30 p.m.

The formal Notice of AGM is set out on pages 6 to 8 of this document. The purpose of this letter is to explain the business of the AGM in more detail and the arrangements for the meeting proposed by the Directors.

Overview of 2020

The past 12 months covers a remarkably difficult year for the world, for the energy sector and for Hunting. No one would have imagined that the COVID-19 pandemic would have disrupted virtually every aspect of global commerce in the way we have seen. As 2021 progresses, the rollout of vaccines and immunisation programmes in many countries will hopefully see life returning to normal in the coming months.

Hunting's ability to adapt to these rapid changes in the sector in which it operates has been admirable, and is testament to our culture, the Company's dynamic leadership and the dedication of our employees. As a supplier to a critical sector, Hunting's operations were allowed to remain open during the year, to support global energy needs. Despite this, the Company saw a severe and rapid decline in industry drilling activity which has led to the trading results reported in the year. Management actions to address this decline were, however, decisive to align our cost base to the prevailing market, which has led to the Company reporting a strong balance sheet at year-end and a healthy cash position. These achievements are detailed in our 2020 Annual Report and Accounts, which accompanies this document.

Hunting's ability to navigate these volatile market conditions has led to a number of decisions being made by the Directors which are outlined in more detail below. Hunting's healthy cash position supports the Directors declaring a final dividend, which reflects our long-term confidence in our business strategy. The Directors are also submitting a new Directors' Remuneration Policy for approval, in line with the requirements of UK law. These changes support the Board's pursuit of alignment to the governance principles published in the UK Corporate Governance Code. The operation of our Remuneration Policy in the year has remained unchanged and is reflected in the Annual Report on Remuneration. With the decline in the Company's trading results, executive remuneration has materially reduced, underlining the strong alignment between the experience of shareholders over the past year and the compensation paid.

During the year, the Board has made difficult decisions with respect to its various stakeholders, however, we remain focused on retaining Hunting's resilience and growing the business as economic conditions continue to improve. Our engagement with our stakeholders has continued with dialogue with our shareholders, customers, suppliers and employees all continuing in the year, which has enabled us to deliver a leaner, stronger Company, following the significant challenges of 2020.

The arrangements for our AGM reflect the Board's desire to keep our shareholders informed about the Company and would encourage you to access the AGM through the internet link referred to below.

AGM Arrangements

Given the current UK Government guidance the AGM is proposed to be a closed meeting and shareholders (or their proxies) will not be permitted to attend the meeting physically. The health and safety of our shareholders and employees is of primary importance at this time and the Directors have decided to limit the attendance at the meeting to a quorum of two shareholders, who will comprise a Director and the Company Secretary.

Voting on all resolutions at the AGM should therefore be completed via proxy, with the forms of proxy to be received by the Company's Registrar no later than 2.30 p.m. on Monday 19 April 2021. Alternatively, you may submit your proxy voting instructions via the internet at www.sharevote.co.uk and it is recommended that you appoint the Chairman of the meeting as your proxy in order that your vote may be counted.

Prior to the formal business of the AGM, a presentation will be delivered by the Chief Executive. At the end of the presentation questions relevant to the business of the AGM and submitted by shareholders ahead of the AGM will be answered.

Access to the presentation and the AGM will be through the internet link:

<https://webcasting.buchanan.uk.com/broadcast/5ff59e5bc627bb518d531de6>

The situation in relation to COVID-19 continues to develop and the Government may change current restrictions or implement further measures relating to the holding of general meetings. Any changes to the arrangements for the AGM (including any change to the location of the AGM) which the Board considers appropriate will be communicated to shareholders before the meeting through the

Company's website at www.huntingplc.com and, where appropriate, by an announcement through the Regulatory News Service (RNS). Shareholders are advised to check the Company's website for updates.

Questions and Answers

The Directors have made available to shareholders the ability to submit questions relevant to the business of the AGM ahead of the AGM. These questions will be answered in the form of a presentation noted above. Shareholders are therefore asked to submit all questions, in relation to the business to be considered at the AGM by Monday 19 April 2021, to the Company's Registered Office, for the attention of the Company Secretary. Alternatively, questions can be submitted via email at agm@huntingplc.uk. Shareholders should note the provisions on page 10 of this document in relation to questions and answers.

AGM Resolutions

Resolutions 1 to 13 contained within the Notice of AGM 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 14 to 17 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. On a poll, each shareholder has one vote for every share held. The results of the poll and proxy votes cast prior to the AGM will be released, shortly after the AGM, to the London Stock Exchange and published on the Company's website at www.huntingplc.com.

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 2020, together with the Directors' reports (including the strategic report) and the auditors' report on those accounts.

Resolution 2 – Directors' Remuneration Policy

The Company is required to seek shareholder approval of its new Directors' Remuneration Policy (the "Policy"). The Policy is binding which means that once approved, all subsequent 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 the Company wishes to change the Policy, shareholders will be required to vote and approve the revised Policy.

If approved, the Policy will take effect from the end of the AGM and will replace the remuneration policy approved by shareholders in 2018. The Policy can be found on pages 98 to 106 of the Company's 2020 Annual Report and Accounts.

The new Policy reflects changes to best practice governance recommendations published in the UK and includes:

- revised pension provisions for new executive Directors appointed to the Board, which are more closely aligned to the pension provisions available to our employees;
- introducing a post-employment shareholding policy for executive Directors which encourages the delivery of strong, long-term value creation for our shareholders. This new policy also aligns to provisions contained within the UK Corporate Governance Code; and
- a reduction in the maximum long-term incentive grant limits for the executive Directors.

The Board consulted with major institutional investors during Q4 2020 on the proposed amendments to the Directors' Remuneration Policy, with supportive feedback being received.

Resolution 3 – Annual Report on Remuneration

The Companies Act 2006 requires the Company to seek shareholder approval, on an annual basis, for the Annual Report on Remuneration for the prior financial year and the accompanying letter from the Chair of the Remuneration Committee. 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 107 to 118 of the Company's 2020 Annual Report and Accounts and the letter from the Chair of the Remuneration Committee can be found on pages 93 to 95.

A key decision of the Remuneration Committee has been to apply a consistent and fair approach to remuneration in 2020 and to make no adjustments to the fixed or variable pay structures for the workforce, leadership team and executive Directors. Hunting operates in a highly cyclical sector and the Remuneration Committee believes that the current remuneration framework and the Policy aligns closely to overall stakeholder expectations.

Resolution 4 – Final Dividend

Shareholders are asked to approve a recommended final dividend of 4.0 cents for each Ordinary share for payment on 14 May 2021 to those shareholders who are on the register of members at the close of business on 23 April 2021. This is in addition to the interim dividend of 3.0 cents for each Ordinary share that was paid on 15 May 2020 and the interim dividend of 2.0 cents for each Ordinary share that was paid on 23 October 2020, making a total of 9.0 cents for the year for each Ordinary share.

The rationale for dividend distributions has been an area of ongoing discussion by the Board during 2020. The Directors believe that a consistent dividend policy supports our underlying investment proposition to shareholders and reflects confidence in the medium- to long-term prospects of the Hunting Group. In spite of the severe contraction seen in our core trading markets, management has remained successful in generating cash, particularly in the second half of the year, through strong working capital management and the initiatives to right-size our cost base, leading to a robust balance sheet at year-end.

Resolutions 5 to 11 – Re-election of Directors

In accordance with the recommendations of the UK Corporate Governance Code, all the Directors will stand for re-election at the AGM.

Biographical details of each of the Directors can be found in Appendix 1 on pages 11 and 12 of this document. In line with the recommendations of the UK Corporate Governance Code, the reasons for re-election and contribution of each Director have been detailed.

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 12 – Auditors' re-appointment and remuneration

The resolution seeks shareholder approval for the re-appointment of Deloitte 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 Deloitte LLP be re-appointed. Deloitte LLP has also indicated its willingness to continue as the Company's auditors for another year.

Resolution 13 – 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 13 will, if passed, authorise the Directors to allot new shares up to an aggregate nominal amount of £27,490,014 which represents an amount that is approximately two-thirds of the issued share capital of the Company as at 4 March 2021, being the latest practicable date prior to the publication of this document.

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 13 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 4 March 2021, the Company had 164,940,082 Ordinary shares of 25 pence each in issue.

Resolutions 14 and 15 – Disapplication of statutory pre-emption rights

Resolutions 14 and 15 seek shareholder approval such that the Board, subject to resolution 13 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 14 and 15 are limited to a combined aggregate amount of 10% of the Company's issued Ordinary share capital, as at 4 March 2021, being the latest practicable date prior to the publication of this document.

Resolution 14 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 14 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 15 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 16 – 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 4 March 2021, being the latest practicable date prior to the publication of this document. 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 4 March 2021, there were outstanding options and awards to subscribe for 11,317,897 Ordinary shares representing in total approximately 6.8% 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 8.1% of the Company's issued share capital.

Resolution 17 – 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 17 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.

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

4 March 2021

Hunting PLC

(Incorporated and Registered in England and Wales under Number 974568)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") of Hunting PLC (the "Company") will be held at the Company's Registered Office, 5 Hanover Square, London, W1S 1HQ, on Wednesday 21 April 2021 at 2.30 p.m.

Shareholders should be aware that while current COVID-19 restrictions remain in place, it is not intended that shareholders will be permitted to attend the AGM. However, the AGM will be broadcast via the internet, with the Directors providing arrangements to answer questions relevant to the business of the AGM and submitted by shareholders ahead of the meeting. Access to the AGM will be through the internet link:

<https://webcasting.buchanan.uk.com/broadcast/5ff59e5bc627bb518d531de6>

The arrangements for our AGM reflect the Board's desire to keep our shareholders informed about the Company and would encourage you to access the AGM through the internet link referred to above. Please note that access through the link will not constitute attendance in law at the AGM and shareholders will not have the ability to speak, ask questions or vote through this facility.

The business of the AGM will be to consider and, if thought fit, to pass the following resolutions of which resolutions 1 to 13 are proposed as ordinary resolutions and resolutions 14 to 17 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 2020, 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 98 to 106 of the Company's 2020 Annual Report and Accounts.
3. To approve the Annual Report on Remuneration and letter from the Chair of the Remuneration Committee as set out respectively on pages 107 to 118 and 93 to 95 of the Company's 2020 Annual Report and Accounts.
4. To declare a final dividend of 4.0 cents per Ordinary share.

To re-elect the following:

5. Annell Bay as a Director.
6. Carol Chesney as a Director.
7. Bruce Ferguson as a Director.
8. John Glick as a Director.
9. Richard Hunting as a Director.
10. Jim Johnson as a Director.
11. Keith Lough as a Director.
12. To re-appoint Deloitte 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.
13. 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 up to an aggregate nominal amount of £27,490,014 comprising:
 - (a) an aggregate nominal amount of £13,745,007 (whether in connection with the same offer or issue as under (b) below or otherwise); and
 - (b) an aggregate nominal amount of £13,745,007 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 2022, except that the Company may before such expiry make any offer or 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 such rights pursuant to any such offer or agreement as if such authority had not expired.

Special Resolutions

14. 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 13 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 £2,061,751 which is approximately 5% of the issued share capital of the Company as at 4 March 2021.

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 13 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.

15. To empower the Directors (in addition to any authority granted under resolution 14 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 13 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 £2,061,751 which is approximately 5% of the issued share capital of the Company as at 4 March 2021; 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 13 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.

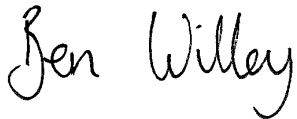
16. To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its Ordinary shares of 25 pence each provided that in doing so it:

- (a) purchases no more than 24,724,518 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 2022, 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.

17. To authorise the Directors to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.

By order of the Board



Ben Willey
Company Secretary

4 March 2021

Registered Office:
5 Hanover Square
London
W1S 1HQ

Inspection of documents

Ordinarily, copies of the executive Directors' service contracts and letters of appointment for the non-executive Directors would be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding public holidays) until the conclusion of the AGM. However, in light of current circumstances and to minimise public health risks, inspection of these documents is not available at the current time. If you have any questions relating to these documents, the questions should be submitted to the Company Secretary or via email at agm@hunting.plc.uk.

Notes to the Notice of Annual General Meeting (the “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. However, as further explained in note 4 below, the Company intends to refuse entry to anyone attempting to attend the AGM in person and it is expected that attendance in person at the AGM will be restricted to satisfy the requirements of a quorum. It is therefore recommended that you appoint the Chairman of the AGM as your proxy in order that your vote may be counted.

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. However, as further explained in note 4 below, the Company intends to refuse entry to anyone attempting to attend the AGM in person and it is expected that attendance in person at the AGM will be restricted to satisfy the requirements of a quorum. It is therefore recommended that you appoint the Chairman of the AGM as your proxy in order that your vote may be counted. 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 2.30 p.m. on Monday 19 April 2021. 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. However, please note that as stated above it is recommended that you appoint the Chairman of the AGM as your proxy in order that your vote may be counted.

4. The appointment of a proxy will not usually prevent a shareholder attending the AGM and voting in person if he/she wishes to do so. However, shareholders should note that whilst COVID-19 restrictions on social gatherings remain in place it will not be possible for shareholders or their proxies to attend the meeting in person, save for those shareholders permitted by the Chairman of the AGM to establish a quorum.
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 19 April 2021 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 19 April 2021, 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 4 March 2021, the Company's issued share capital comprised 164,940,082 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 4 March 2021 is 164,940,082.

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 Equiniti (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. As noted in the Letter from the Chairman, the Directors request that questions in relation to the business to be considered at the AGM be submitted by Monday 19 April 2021 to the Company Secretary or via email at agm@hunting.plc.uk.

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.

Appendix 1 Board of Directors

John (Jay) F. Glick
Non-executive Chairman

Nationality
American.

Length of service
6 years; appointed to the Board as a non-executive Director in 2015 and is viewed as independent. In 2017, Jay was appointed non-executive Chairman. In September 2020, Jay was re-appointed for a further three-year term. Age 68.

Skills and experience
Jay was formerly the president and chief executive officer of Lufkin Industries Inc and, prior to that, held several senior management roles within Cameron International Corporation.

External appointments
Jay is currently a non-executive director of TETRA Technologies Inc.

Committee membership
Nomination Committee (Chair) and by invitation.

Contributions and reasons for re-election
Jay is a long-standing leader within the oil and gas sector, and has led businesses through previous market cycles. Jay's leadership of the Board during the year has led to increased dialogue between the Directors in the early months of the pandemic, and in particular he oversaw the delivery of regular operational and financial reports, given the reduction in revenue and profits during the year.

Bruce Ferguson
Finance Director

Nationality
British.

Length of service
27 years; appointed to the Board as a Director and Finance Director in 2020. Age 49.

Skills and experience
Bruce is a Chartered Management Accountant and has held senior financial and operational positions within the Group since 1994. Between 2003 to 2011, Bruce was the financial controller of the Group's European operations. From 2011 Bruce held the position of managing director of Hunting's EMEA operating segment and has been a member of the Executive Committee since its formation in 2018.

External appointments
None.

Committee membership
By invitation.

Contributions and reasons for re-election
Bruce was appointed a Director following the AGM in April 2020, as the Group entered the market downturn. He has led Hunting's finance function through extremely challenging market conditions, ensuring the Company maintained strong liquidity and a strong cash position at the year end. Bruce has undertaken regular dialogue with shareholders and analysts during the year.

Arthur James (Jim) Johnson
Chief Executive

Nationality
American.

Length of service
29 years; appointed to the Board as a Director and Chief Executive in 2017. Age 60.

Skills and experience
Jim held senior management positions within Hunting from 1992 up to his appointment as Chief Operating Officer of the Group in 2011. In this role he was responsible for all day-to-day operational activities of the Company. Jim is a member of, and Chairs, the Executive Committee.

External appointments
None.

Committee membership
By invitation.

Contributions and reasons for re-election
Jim's effective leadership has ensured that the Company has retained a strong balance sheet, despite the reduced trading results reported during 2020. Hunting has continued to deliver for its key stakeholders and the Group has progressed its strategic objectives, including the acquisition of Enpro Subsea, divesting the Drilling Tools business unit as well as restructuring other parts of the Group to align to current trading conditions.

Annell Bay
Non-executive Director

Nationality
American.

Length of service
6 years; appointed to the Board as a non-executive Director in 2015 and is viewed as independent. In February 2021, Annell was re-appointed for a final three-year term. Annell is Chair of the Remuneration Committee and is also the Company's designated non-executive Director for employee engagement. Age 65.

Skills and experience
Annell was formerly a vice-president of global exploration at Marathon Oil Corporation and, prior to that, vice-president of Americas Exploration at Shell Exploration and Production Company.

External appointments
Annell is currently a non-executive director of Apache Corporation and Verisk Analytics Inc.

Committee membership
Nomination Committee.
Remuneration Committee (Chair).
Audit Committee.

Contributions and reasons for re-election
Annell's knowledge of the international exploration and production segment of the global oil and gas industry has supported Hunting through an extremely volatile year. Annell's leadership of the Remuneration Committee has ensured that executive remuneration has been closely monitored and scrutinised given the market backdrop, in addition to leading the preparation of a new Directors' Remuneration Policy which is being submitted for shareholder approval at the AGM.

Carol Chesney

Non-executive Director

Nationality

American and British.

Length of service

3 years; appointed to the Board as a non-executive Director and is viewed as independent. Carol is Chair of the Audit Committee. Age 58.

Skills and experience

Carol is a Fellow of the Institute of Chartered Accountants in England and Wales. Carol was formerly the Group Financial Controller and, latterly, the Company Secretary, of Halma plc.

External appointments

Carol is currently a non-executive director of Renishaw plc, IQE plc and Biffa plc.

Committee membership

Nomination Committee.
Remuneration Committee.
Audit Committee (Chair).

Contributions and reasons for re-election

Carol has overseen the work of the Audit Committee, which included monitoring Deloitte LLP as auditors to the Company. Carol has maintained close dialogue with the internal and external auditors and the senior finance team throughout the year, as the performance and position of the Group was scrutinised by the auditors, given the reduced trading.

Richard Hunting C.B.E.

Non-executive Director

Nationality

British.

Length of service

48 years; elected an executive Director in 1989 and was Chairman from 1991 to 2017. Richard remains on the Board as a non-independent, non-executive Director and was re-appointed for a further three-year term in September 2020. Age 74.

Skills and experience

Richard has previously held a variety of management positions around the Hunting Group.

External appointments

None.

Committee membership

By invitation.

Contributions and reasons for re-election

Richard brings significant industry and Company experience to the Board and his input has included constructive challenge to the capital allocations made in the year including the Company's capital investment plans and dividend policy. Richard is not viewed as an independent Director, given his length of service on the Board and formerly holding executive roles.

Keith Lough

Senior Independent non-executive Director

Nationality

British.

Length of service

3 years; appointed to the Board as a non-executive Director in April 2018 and appointed Senior Independent Director in August 2018. Age 62.

Skills and experience

Keith was formerly the non-executive Chairman of Gulf Keystone Petroleum plc and previously held a number of executive positions within other energy-related companies including British Energy plc and LASMO plc.

External appointments

Keith is currently the non-executive Chairman of Rockhopper Exploration plc and Southern Water and a non-executive director of Cairn Energy PLC.

Committee membership

Nomination Committee.
Remuneration Committee.
Audit Committee.

Contributions and reasons for re-election

Keith has supported the Board's discussions on strategy and has encouraged the development of more detailed disclosures on environmental, social and governance matters. With Jay Glick, Keith has spoken to shareholders during the year to discuss governance and other matters.



Hunting PLC
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