

---

**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 The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS on Wednesday 19 April 2023 at 10.30 a.m. is set out on pages 6 and 7 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, transmit a CREST Proxy Instruction using the CREST Proxy Voting Service, in all cases so as to be received no later than 10.30 a.m. on Monday 17 April 2023. If you are an institutional investor, you may also appoint a proxy electronically via the Proximity platform.

For further details, please see the notes which follow the Notice of AGM set out on pages 8 and 9 of this document.

**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 2 OF THIS DOCUMENT, AND WILL BE ANSWERED DURING THE PRESENTATION (WHICH WILL ALSO BE ACCESSIBLE VIA A WEBCAST) AT THE START OF THE AGM. THE BUSINESS OF THE AGM WILL THEN FOLLOW THIS PRESENTATION.**

---

Hunting PLC  
30 Panton Street  
London  
SW1Y 4AJ

2 March 2023

## 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 Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS, on Wednesday 19 April 2023 at 10.30 a.m. The formal Notice of AGM is set out on pages 6 and 7 of this document. The purpose of this letter is to explain the business of the AGM in more detail and the arrangements for the AGM proposed by the Directors.

### AGM Arrangements

The AGM is planned to be an open meeting with shareholders welcome to attend. If you would like to vote on the resolutions but cannot come to the AGM, please either (i) fill in the form of proxy sent to you with this document and return it to the Company's Registrars; or (ii) submit your proxy voting instructions via the internet at [www.sharevote.co.uk](http://www.sharevote.co.uk); or (iii) if you are a CREST member, transmit a CREST Proxy Instruction using the CREST Proxy Voting Service, in all cases so as to be received no later than 10.30 a.m. on Monday 17 April 2023. If you are an institutional investor, you may also appoint a proxy electronically via the Proxymity platform.

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 those submitted by shareholders ahead of the AGM, will be answered.

Access to the presentation and the AGM can also be made through the internet link:

<https://webcasting.buchanan.uk.com/broadcast/63bd5edb6e71503201641c>

### 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 17 April 2023, to the Company's Registered Office, for the attention of the Company Secretary. Alternatively, questions can be submitted via email at [lon.agm@hunting-intl.com](mailto:lon.agm@hunting-intl.com). Shareholders should note the provisions on page 9 of this document in relation to questions and answers.

### AGM Resolutions

Resolutions 1 to 14 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 15 to 18 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

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. 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](http://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 2022, together with the Directors' reports (including the strategic report) and the auditor's report on those accounts.

## **Resolution 2 – 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 145 to 154 of the Company's 2022 Annual Report and Accounts and the letter from the Chair of the Remuneration Committee can be found on pages 132 to 135.

A key decision of the Remuneration Committee has been to apply a consistent and fair approach to remuneration in 2022 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 Company's Remuneration Policy align closely to overall stakeholder expectations.

## **Resolution 3 – Final Dividend**

Shareholders are asked to approve a recommended final dividend of 4.5 cents for each Ordinary share for payment on 12 May 2023 to those shareholders who are on the register of members at the close of business on 21 April 2023. This is in addition to the interim dividend of 4.5 cents for each Ordinary share that was paid on 28 October 2022, making a total of 9.0 cents for the year for each Hunting PLC Ordinary share.

## **Resolution 4 – Re-appointment 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 be considered for re-appointment. Stuart Brightman was appointed on 3 January 2023 and will retire at the AGM and, being eligible, offers himself for re-appointment.

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

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

Biographical details of each of the Directors (including Stuart Brightman) can be found in Appendix 1 on pages 10 and 11 of this document. In accordance with the recommendations of the UK Corporate Governance Code, the reasons for the re-appointment or the re-election as well as the 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 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 – Auditor's re-appointment**

The resolution seeks shareholder approval for the re-appointment of Deloitte LLP as auditor. The performance and effectiveness of the auditor were 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 auditor for another year.

## **Resolution 13 – Auditor's remuneration**

The resolution gives the Audit Committee the authority to determine the remuneration of the Company's auditor for the year ending 31 December 2023.

---

## Resolution 14 – 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 14 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 2 March 2023, 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 pre-emptive offer 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 pre-emptive offer. This is in line with guidelines issued by the Investment Association.

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 14 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 2 March 2023, the Company had 164,940,082 Ordinary shares of 25 pence each in issue.

## Resolutions 15 and 16 – Disapplication of statutory pre-emption rights

In November 2022, the Pre-Emption Group updated their Statement of Principles (the 'Pre-Emption Group Principles'), to amongst other things, support companies seeking authority to issue for cash equity securities otherwise than in connection with a pre-emptive offer representing:

- (i) no more than 10% of issued Ordinary share capital whether or not in connection with an acquisition or specified capital investment (a general disapplication);
- (ii) no more than an additional 10% of issued Ordinary share capital, provided that it is intended to be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue; and
- (iii) in the case of both (i) and (ii), up to an additional 2% of issued Ordinary share capital in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer.

Resolutions 15 and 16 seek shareholder approval such that the Board, subject to resolution 14 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 15 and 16 are limited to a combined aggregate amount of 20% of the Company's issued Ordinary share capital, as at 2 March 2023, being the latest practicable date prior to the publication of this document. In the case of both resolutions 15 and 16, up to an additional 2% of the Company's issued Ordinary share capital may be issued in connection with a follow-on offer to retail investors or existing investors not allocated shares in the non-pre-emptive offer. These disapplication authorities are in line with the updated Pre-Emption Group Principles. The Directors confirm their intention to follow the Pre-Emption Group Principles in advance of exercising their authority under either resolution 15 and/or resolution 16.

Resolution 15 seeks shareholder approval to disapply statutory pre-emption rights up to 10% 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 15 also gives the Directors flexibility to implement a pre-emptive offer 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 16 seeks shareholder approval to disapply statutory pre-emption rights in respect of an additional 10% of the Company's issued Ordinary share capital. In accordance with the Pre-Emption Group Principles, and as referred to above, the Directors confirm that this additional authority is intended to 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 12 month period and is disclosed in the announcement of the issue.

In the case of both resolutions 15 and 16, the Directors are also authorised to issue up to an additional 2% of the Company's issued Ordinary share capital in connection with follow-on offers as referred to in paragraph (iii) above.

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.

---

## Resolution 17 – 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 Ordinary shares that may be purchased to 14.99% of the Company's issued Ordinary share capital as at 2 March 2023, 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 shareholders generally.

As at 2 March 2023, there were outstanding options and awards to subscribe for 12,983,851 Ordinary shares representing in total approximately 7.87% 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, at that date, represent approximately 9.26% of the Company's issued share capital.

## Resolution 18 – Notice of General Meetings

To enable the Company to preserve the ability to call general meetings (other than a 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 18 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

2 March 2023

# 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 Royal Automobile Club, 89 Pall Mall, SW1Y 5HS, on Wednesday 19 April 2023 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 14 are proposed as ordinary resolutions and resolutions 15 to 18 are proposed 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 2022, together with the reports of the Directors' and the auditor's report on the accounts.
2. To approve the Annual Report on Remuneration and letter from the Chair of the Remuneration Committee as set out respectively on pages 145 to 154 and 132 to 135 of the Company's 2022 Annual Report and Accounts.
3. To declare a final dividend of 4.5 cents per Ordinary share.
4. To re-appoint Stuart Brightman as a Director.

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. Paula Harris as a Director.
10. Jim Johnson as a Director.
11. Keith Lough as a Director.
12. To re-appoint Deloitte LLP as auditor of the Company, to hold office until the conclusion of next AGM at which audited accounts are laid before the Company.
13. To authorise the Audit Committee to determine the remuneration of the Company's auditor.
14. 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 a pre-emptive offer, 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 2024, 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

15. To authorise the Directors pursuant to sections 570(1) and 573 of the Companies Act 2006, subject to the passing of resolution 14 set out above, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authorisation conferred by that resolution 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, provided that such authority be limited:
  - (a) to the allotment of equity securities or sale of treasury shares in connection with a pre-emptive offer, 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;
  - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £4,123,502; and

- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire 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 2024 but, 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 authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. To authorise the Directors, subject to the passing of resolution 14 set out above, and in addition to any authority granted under resolution 15 above, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution 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, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,123,502, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified 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; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire 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 2024 but, 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 authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

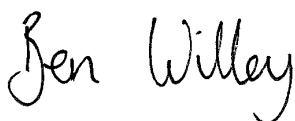
17. To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its Ordinary shares of 25 pence each provided that in doing so it:

- (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 2024, 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.

18. 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

2 March 2023

**Registered Office:**  
30 Panton Street  
London  
SW1Y 4AJ

#### Inspection of documents

The following documents will be available for inspection at 30 Panton Street, London SW1Y 4AJ, 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.

# 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. 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;
  - (b) submit a proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk); or
  - (c) transmit a CREST Proxy Instruction (as set out in note 11 below),

in all cases so that it is received no later than 10.30 a.m. on Monday 17 April 2023. Institutional investors may also appoint a proxy electronically via the Proxymity platform (as set out in note 13 below). To appoint more than one proxy, using a form of 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](http://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. If calling from outside of the UK, please ensure the country code is used. 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 17 April 2023 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 17 April 2023, 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 2 March 2023, the Company's issued share capital comprised of 164,940,082 Ordinary shares of 25 pence each. Each Ordinary share carries the right to one vote at a general meeting of Company and, therefore, the total number of voting rights in the Company as at 9.00 a.m. on 2 March 2023 is 164,940,082.

## Crest members and institutional investors

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](http://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 & International 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 Limited (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 their 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.
13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrars. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.30 a.m. on 17 April 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

#### **Audit statements**

14. 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 auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with the auditor 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.
15. 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 auditor 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**

16. 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 17 April 2023 to the Company Secretary or via email at [lon.agm@hunting-intl.com](mailto:lon.agm@hunting-intl.com).

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

17. 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**

18. 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**

19. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.huntingplc.com](http://www.huntingplc.com).

## Appendix 1 Board of Directors

---

### John (Jay) F. Glick

Non-executive Chairman

#### Nationality

American.

#### Length of service

8 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 70.

#### 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 & Chairman of TETRA Technologies Inc.

#### Committee membership

Nomination Committee (Chair).  
Ethics and Sustainability Committee (Chair).  
Other Committees – 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 Hunting developing its 2030 Strategy announced on 2 March 2023, which provides a strategic ambition to develop both oil and gas and non-oil and gas revenue.

---

### Bruce Ferguson

Finance Director

#### Nationality

British.

#### Length of service

29 years; appointed to the Board as a Director and Finance Director in 2020. Age 51.

#### 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 has continued to lead Hunting's finance function through the COVID-19 pandemic and also through the start of a new growth cycle seen in 2022. The focus on the long-term strategic ambitions of the Group are supported by a strong finance function, which will assist in the transformation of the Group.

---

### Arthur James (Jim) Johnson

Chief Executive

#### Nationality

American.

#### Length of service

31 years; appointed to the Board as a Director and Chief Executive in 2017. Age 62.

#### 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 and maintained dividend distributions not just through the COVID-19 pandemic, but as the Company's core markets have returned to growth. Jim's vision of growing the Company's Subsea Technologies segment, the development of new revenue from Energy Transition opportunities and the broader diversification of Hunting's long-term revenue streams is core to the Hunting 2030 Strategy announced on 2 March 2023.

---

### Annell Bay

Non-executive Director

#### Nationality

American.

#### Length of service

8 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 67.

#### 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.  
Ethics and Sustainability 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 this market volatility.

---

**Stuart M. Brightman**

Non-executive Director

**Nationality**

American.

**Length of service**

Stuart was appointed as a new, independent non-executive Director on 3 January 2023. Age 66.

**Skills and experience**

Stuart has spent the majority of his career at TETRA Technologies Inc. ("TETRA"), Dresser Inc. and Cameron Iron Works. During his time at TETRA, Stuart held the position of Chief Operating Officer between 2005 and 2009, prior to his appointment as Chief Executive Officer, a position he held between 2009 and 2019, before his retirement from the business.

**External appointments**

Stuart is an independent non-executive Director of NexTier Oilfield Solutions Inc.

**Committee membership**

Nomination Committee.  
Remuneration Committee.  
Audit Committee.  
Ethics and Sustainability Committee.

**Reasons for re-appointment**

Stuart is a leading energy services executive and he repositioned TETRA's businesses to focus on higher return technologies and products, which included organic and acquisitive growth of its three core operating segments.

---

**Paula Harris**

Non-executive Director

**Nationality**

American.

**Length of service**

1 year; appointed to the Board as a non-executive Director in April 2022 and is viewed as independent. Age 59.

**Skills and experience**

Up to 2020, Paula worked for Schlumberger holding a variety of leadership positions within the company during a career which extended to 33 years, and latterly as Director of Global Stewardship.

**External appointments**

Paula is currently a non-executive Director of Chart Industries, Inc. and Helix Energy Solutions Group, Inc. and is also senior vice president, Community Affairs, for the Houston Astros.

**Committee membership**

Nomination Committee.  
Remuneration Committee.  
Audit Committee.  
Ethics and Sustainability Committee.

**Contributions and reasons for re-election**

Paula's knowledge and experience in stakeholder engagement supports Hunting's drive to develop its ESG initiatives internally and improve the Group's external reporting in this important area.

---

**Carol Chesney**

Non-executive Director

**Nationality**

American and British.

**Length of service**

5 years; appointed to the Board as a non-executive Director in April 2018 and is viewed as independent. Carol is Chair of the Audit Committee. In April 2021, Carol was re-appointed for a further three-year term. Age 60.

**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 IQE plc.

**Committee membership**

Nomination Committee.  
Remuneration Committee.  
Audit Committee (Chair).  
Ethics and Sustainability Committee.

**Contributions and reasons for re-election**

Carol has overseen the work of the Audit Committee, which included monitoring Deloitte LLP as auditor to the Company. Carol has maintained close dialogue with the internal auditors, the external auditor and the senior finance team throughout the year, as the performance and position of the Group improved as Hunting's core markets returned to growth.

---

**Keith Lough**

Senior Independent non-executive Director

**Nationality**

British.

**Length of service**

5 years; appointed to the Board as a non-executive Director in April 2018 and appointed Senior Independent Director in August 2018. In April 2021, Keith was re-appointed for a further three-year term. Age 64.

**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.

**Committee membership**

Nomination Committee.  
Remuneration Committee.  
Audit Committee.  
Ethics and Sustainability 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 ESG matters. With Jay Glick, Keith has spoken to shareholders during the year to discuss governance and other issues.



**Hunting PLC**

Registered office: 30 Panton Street, London SW1Y 4AJ

Incorporated in England and Wales No. 974568