

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Fox Marble Holdings plc (“the Company”) will be held at the Companies registered office at 160 Camden High Street, London, NW1 0NE, United Kingdom at 3.00 p.m. on 30 June 2020 to consider, and if thought fit, to pass the following resolutions of which resolutions 1 to 8 will be proposed as ordinary resolutions and resolution 9 as a special resolution.

1. To re-elect Andrew Allner as a Director of the Company.
2. To re-elect Christopher Gilbert as a Director of the Company.
3. To re-elect Fiona Hadfield as a Director of the Company.
4. To re-elect Roy Harrison as a Director of the Company.
5. To re-elect Colin Terry as a Director of the Company.
6. To appoint PKF Littlejohn LLP as the Company’s auditors until the conclusion of the next Annual General Meeting.
7. To authorise the Directors to determine the remuneration of the auditors.
8. THAT the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“**the Act**”), in addition to all previous authorities granted to them, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £866,771 and such authority shall, unless previously revoked or varied by Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company to be held in 2021, save that the Company may, at any time before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted under such offer or agreement as if the authority conferred had not expired.

Special Resolution

9. THAT, subject to and conditional upon the passing of resolution 8 above, the Directors of the Company be empowered under Section 570 of the Companies Act 2006 (“**the Act**”) to allot equity securities (within the meaning of Section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the Directors shall deem appropriate) under the authority conferred by resolution 8 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - a. the allotment of equity securities in connection with any rights issue or other pro-rata offer in favour of the holders of ordinary shares of 1p each in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be practicable) to the respective number of shares held by them in the capital of the Company, provided that the Directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and
 - b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities and/or the sale or transfer of shares held by the Company in treasury (as the Directors shall deem appropriate) up to an aggregate nominal amount of £262,657.92.

and this authority shall expire at the conclusion of the Company’s Annual General Meeting to be held in 2021, save that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities under such offers or agreements as if the power conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the Directors.

By order of the Board

Ben Harber
Company Secretary

05 June 2020
 Registered office: 160 Camden High Street, London, NW1 0NE, United Kingdom

Notes

1. Right to attend, speak and vote

The General Meetings is an important event and the Board usually welcomes the opportunity to present and answer shareholder questions, in person. However, due to the situation at the date of this Notice, in particular the current UK Government guidance on social distancing, prohibiting nonessential travel and public gatherings, the Company is asking that, if the COVID-19 situation continues, shareholders do not attend the Annual General Meeting. Unless the guidance changes, shareholders will not be permitted entry.

The Company is required by law to hold the Annual General Meeting. As a result, the Board currently anticipate that the Annual General Meeting will be purely functional in format with employee shareholders attending to satisfy the quorum requirements to comply with legal requirements and, to enable shareholders to pass the necessary resolutions. This does not change shareholders' ability to vote and, the Board encourages shareholders to submit their proxy form as early as possible, to enable their vote to be counted. The Board strongly recommends that shareholders should vote by appointing the chairman of the Annual General Meeting as their proxy (giving the chair instructions on how to vote the shareholder's shares).

The Board asks that shareholders instead please exercise their votes by completing the enclosed proxy form in accordance with the instructions printed on the form and return it to Ben Harber 60 Gracechurch Street, London EC3V 0HR by no later than 26 June 2020.

In addition, should a shareholder have a question that they would have raised at the Annual General Meeting, the Board asks that they instead send their question in advance by email to ben.harber@shma.co.uk. The Board will consider all questions received and, if appropriate will publish on their website at www.foxmarble.net or provide a written response.

In light of the evolving situation, it may in any case be necessary to change the arrangements for the Annual General Meeting after the date of this Notice. The Board encourages shareholders to watch the Company's website at www.foxmarble.net and regulatory news for any further updates in relation to the Annual General Meeting.

If you would like to vote at the AGM you must be on the Company's register of members at 3.00 p.m. on 26 June 2020. This will allow us to confirm how many votes you have on a poll. Changes to the entries in the register of members after that time, or, in the event of any adjournment, close of business on the date which is 48 hours (excluding non-working days) before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.

2. Appointment of proxies

If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting on your behalf. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.

A proxy need not be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes on the form. If you wish for your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You 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 which you hold. If you wish to appoint more than one proxy you may photocopy the proxy form or alternatively you may contact the Company Secretary, Ben Harber, 6th Floor, 60 Gracechurch Street, London EC3V 0HR.

3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy, how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

To appoint a proxy using the proxy form, the form must be completed, signed and received by the Company Secretary no later than 48 hours (excluding non-working days) before the meeting. Any proxy forms (including any amended proxy forms) received after the deadline will be disregarded.

The completed form may be returned by any of the following methods:

- Sending or delivering it to Ben Harber at 6th Floor, 60 Gracechurch Street, London EC3V 0HR
- Scanning it and sending it by email to ben.harber@shma.co.uk

If the shareholder is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

4. Appointment of proxy by joint members

In the case of joint holders, where more than one joint holder 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).

5. Changing your instructions

To change your proxy instructions simply submit a new proxy form using the methods set out above. The amended instructions must be received by the Company Secretary by the same cut-off time noted above. Where you have appointed a proxy using a hard copy

proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company Secretary on telephone number +44 (0) 207 264 4366. If you submit more than one valid proxy form, the one received last before the latest time for the receipt of proxies will take precedence.

6. Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Ben Harber, 6th Floor, 60 Gracechurch Street, London EC3V 0HR. Alternatively you may send the notice by email to ben.harber@shma.co.uk. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, your revocation notice must be received by the Company Secretary no later than 48 hours (excluding non-working days) before the meeting. If your revocation is received after the deadline, your proxy appointment will remain valid. However, the appointment of a proxy does not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

7. Communications with the Company

Except as provided above, members who have general queries about the meeting should telephone the Company Secretary on +44 (0) 207 264 4366 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

8. Issued shares and total voting rights

As at 5.00 p.m., on the day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised of 262,657,922 Ordinary shares of 1p each. Each ordinary share carries the right to one vote and therefore, the total number of voting rights in the Company at that time was 262,657,922.

Explanation of Resolutions

The Company's Annual General Meeting will be held at 3.00 p.m. on 30 June 2020 at 160 Camden High Street, London, NW1 0NE, United Kingdom. The Notice of Meeting is set out on page 1 of this document. Details of resolutions to be considered at the meeting are given below.

Resolutions 1 to 8 inclusive are proposed as ordinary resolutions, which means that for each of these resolutions to be passed, more than half (50%) of the votes cast must be in favour of the resolution.

Resolution 9 is proposed as a special resolution, which means that for this resolution to be passed, at least three-quarters (75%) of the votes cast must be in favour of the resolution.

A resolution to lay the annual accounts for the year ended 31 December 2019 has not been included as a resolution in the Notice of Meeting. The Company has taken advantage of the three month extension granted to all companies by AIM Regulation and Companies house in light of the coronavirus outbreak. The Company's full year results are expected to be announced in August 2020, with subsequent approval to be sought at a General Meeting ("GM") later in the year.

Director's re-election (resolutions 1 to 5)

The Board believes that each of the current Directors continues to make an effective contribution and has the knowledge, skills and experience required to provide effective and independent challenge, leadership and direction to the Company. The Board therefore believes that it is in the best interests of shareholders that each of the Directors be re-elected at the forthcoming AGM. The biographical details of all of the Directors can be found on the Company's website.

Auditors appointment (resolution 6)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. The Board, on the recommendation of the Audit Committee recommends the appointment of PKF Littlejohn LLP who have expressed their willingness act as auditor and a resolution to appoint them has been proposed at the Annual General Meeting.

Auditor fees (resolution 7)

Resolution 7 authorises the Directors to determine the remuneration of the auditors.

Authority to allot shares and Disapplication of Pre-emption Rights (resolutions 8 and 9)

The purpose of these resolutions is to give the Directors authority to allot shares in place of the existing authority approved at the Annual General Meeting of the Company held on 26 June 2019, which expires at the end of the 2020 Annual General Meeting.

In accordance with best practice and institutional investor guidelines, the Directors are seeking authority under resolution 8 to allot up to a maximum of 86,677,114 Ordinary shares. This represents approximately 33% of the issued ordinary share capital as at 04 June 2020. Further, in order to retain some flexibility, the Directors are seeking power under resolution 9 to allot 26,265,792 equity securities wholly for cash other than on a pre-emptive basis to current shareholders pro-rata to their existing holdings. This amount represents 10% of the issued ordinary share capital as at 04 June 2020. Unless previously revoked, these authorities will be valid until the conclusion of the next Annual General Meeting of the company to be held in 2021 or 30 June 2021, whichever is the earlier.

It is intended to renew each of the above authorities at each Annual General Meeting.

