

Wickes Group Plc

(incorporated and registered in England and Wales under number 12189061)

NOTICE OF ANNUAL GENERAL MEETING 2025

**to be held at 9.00 am on Thursday 8 May 2025 at
Vision House, 19 Colonial Way, Watford, WD24 4JL**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from a stockbroker, bank manager, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Wickes Group Plc shares, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

20 March 2025

Notice of Annual General Meeting

Dear Shareholder

I am pleased to be writing to you with details of the 2025 Annual General Meeting (“**AGM**”) of Wickes Group Plc (“**Wickes**” or the “**Company**”). The AGM will be held at 9.00 am on Thursday 8 May 2025 at Vision House, 19 Colonial Way, Watford, WD24 4JL.

We look forward to welcoming shareholders to the AGM this year. However, if you are unable to attend the AGM in person, you can still submit a question on the business of the meeting in advance. Please write to the Company Secretary at Vision House, 19 Colonial Way, Watford, United Kingdom, WD24 4JL or email investorrelations@wickes.co.uk. You may submit questions related to the business of the AGM up until 9.00 am on Thursday 1 May 2025 and we will provide answers to any questions received as if they had been asked at the AGM and where we would have been required to do so pursuant to section 319A of the Companies Act 2006.

If we need to amend the arrangements for the AGM, we will publicise these on the Company’s website at www.wickesplc.co.uk/investors/agm in advance of the meeting.

Business of the meeting

The formal Notice of AGM is set out on pages 3-5 of this document, which sets out the business to be considered at the meeting, together with explanatory notes to the resolutions on pages 6-8 of this document. These are all standard resolutions sought by listed companies in the UK at their annual general meetings and reflect UK corporate governance guidance and best practice, as well as UK institutional investor guidelines.

Director re-election

In accordance with the UK Corporate Governance Code (the “**Governance Code**”), all directors will stand for re-election at the AGM. Biographical details and a description of each director’s contribution are set out on pages 12-14 of this document.

Dividend

The Board proposes a final dividend of 7.3 pence per share making the total dividend for the year 10.9 pence per share, which includes the payment of an interim dividend of 3.6 pence per share in November 2024. Resolution 3 seeks shareholder approval of the final dividend. We only pay dividends directly into shareholders’ bank accounts and you are not able to receive payment of dividends by cheque. For information on how to register your bank details with the Registrar please see page 11 of this document.

Voting

Your vote is important to us. You can vote in advance, or at the AGM.

Your Board strongly encourages you to vote in advance of the AGM by appointing a proxy who will exercise your right to vote at the AGM in accordance with your instructions. You can use the following methods to submit your voting instructions in advance. If you choose to use any of the methods below, this will not prevent you from subsequently attending the AGM in person, voting or speaking, in which case any votes held by the proxy will be superseded. All of the following will be available from the date this Notice is published until 9.00am on Tuesday 6 May 2025 (or 48 hours (excluding any part of a day which is not a working day) before the time fixed for any adjourned AGM).

- Log into your account on our share portal at www.wickes-shares.com. If you don't already have an account you can register for one on the share portal. To do so you will need your Investor Code, which you can find on your share certificate or by contacting our Registrar, MUFG Corporate Markets (MUFG).
- Download a proxy form from www.wickesplc.co.uk/investors/agm and send it to MUFG to be received by 9.00 am on Tuesday 6 May 2025 (or 48 hours (excluding any part of a day which is not a working day) before the time fixed for any adjourned AGM). Completed proxy forms should be sent to MUFG at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
- Use the service offered by Euroclear UK & International Limited for members of CREST.
- Use Proxymity, a service for institutional investors who wish to appoint a proxy electronically via the Proxymity platform. This process has been agreed by the Company and approved by the Registrar. Further information regarding Proxymity can be found at www.proxymity.io

If you cannot locate any of the documents on the Company's website, if you need help with voting online, or require a paper proxy form to be sent to you, please contact our Registrar, MUFG on +44 (0)371 664 0300.

At the meeting itself, Resolutions 1 to 17 will be put to a vote on a poll. Further details on voting are set out in the notes to the Notice of AGM on pages 9-10 of this document, The results of the poll will be announced through the Regulatory Information Service and will be published on our website www.wickesplc.co.uk on 8 May 2025 after the conclusion of the AGM or as soon as reasonably practicable thereafter.

Recommendation

The Board considers that each of the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and are therefore likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of Resolutions 1 to 17 as they intend to do in respect of their own beneficial holdings.

On behalf of the Board, I look forward to welcoming you to the forthcoming AGM and thank you for your continued support.

Christopher Rogers

Chair of the Board

NOTICE OF AGM

Wickes Group Plc (the “Company” or “Wickes”)

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting of the Company will be held at 9.00am on Thursday 8 May 2025 at Vision House, 19 Colonial Way, Watford, WD24 4JL to consider and, if thought fit, to pass Resolutions 1 to 14 inclusive as ordinary resolutions and Resolutions 15 to 17 inclusive as special resolutions:

Resolution 1

To receive the accounts and the reports of the directors and the auditor for the year ended 28 December 2024.

Resolution 2

To approve the directors' remuneration report in the form set out in the Company's annual report and accounts for the year ended 28 December 2024.

Resolution 3

To declare a final dividend for the year ended 28 December 2024 of 7.3 pence for each share in the capital of the Company.

Resolution 4

To re-elect Christopher Rogers as a director.

Resolution 5

To re-elect David Wood as a director.

Resolution 6

To re-elect Mark George as a director.

Resolution 7

To re-elect Mark Clare as a director.

Resolution 8

To re-elect Sonita Alleyne as a director.

Resolution 9

To re-elect Laura Harricks as a director.

Resolution 10

To re-elect Mike Iddon as a director.

Resolution 11

To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 12

To authorise the Audit and Risk Committee of the Board to determine the remuneration of the auditor.

Resolution 13

THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company during the period when this Resolution 13 has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this resolution and ending at the end of the next Annual General Meeting of the Company or, if earlier, on 8 August 2026 provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £50,000 and for the purposes of this Resolution the authorised sum may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same.

Resolution 14

THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £8,068,876; and
- (b) comprising equity securities (within the meaning of section 560(1) of the Companies Act), up to a further aggregate nominal amount of £8,068,876 by way of a fully pre-emptive offer (i) to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings and (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 8 August 2026, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

Resolution 15

THAT if Resolution 14 above is passed, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 14 above and by way of a sale of ordinary shares held by the Company as treasury shares for cash as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 14 above by way of a fully pre-emptive offer only) (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and (ii) to holders of other equity securities, as required by the rights of those securities, or as directors otherwise consider necessary, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 15) to any person or persons up to an aggregate nominal amount of £1,210,331,

and shall expire upon the expiry of the general authority conferred by Resolution 14 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 16

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of shares of £0.10 each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of shares hereby authorised to be acquired is 24,206,629 representing approximately 10% of the issued ordinary share capital of the Company as at 20 March 2025;
- (b) the minimum price (excluding expenses) which may be paid for any such share is 10 pence;
- (c) the maximum price (excluding expenses) which may be paid for any such share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for a share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 16 will be carried out; and
- (d) the authority hereby conferred shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 8 August 2026 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may make a contract to purchase its shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Resolution 17

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Helen O'Keefe

General Counsel &
Company Secretary

20 March 2025

REGISTERED OFFICE

Vision House, 19 Colonial Way, Watford, United Kingdom, WD24 4JL

Registered in England and Wales

Company No. 12189061

Explanatory Notes to Resolutions

Resolution 1 – To receive the accounts and reports

The Chair will present the accounts and reports of the directors and the auditor for the year ended 28 December 2024 (the "Annual Report 2024") to the AGM.

Resolution 2 – Directors' Remuneration Report

The directors' remuneration report is set out in the Annual Report 2024 on pages 106-117.

Resolution 2 is an ordinary resolution to approve the directors' remuneration report. This is an advisory resolution and does not affect the future remuneration paid to any director.

The report gives details of the directors' remuneration for the year ended 28 December 2024. The report also includes a statement from the Chair of the Remuneration Committee and details of the Remuneration Committee's representations and activities. The Company's auditor, KPMG LLP, has audited those parts of the remuneration report which are required to be audited and their report is issued in the Annual Report 2024.

Resolution 3 – Final dividend

A final dividend of 7.3 pence per ordinary share for the financial year ended 28 December 2024 is recommended for payment by the directors. If you approve the recommended final dividend, this will be paid on 6 June 2025 to all ordinary shareholders who were on the register of members at the close of business on 25 April 2025.

Resolutions 4 to 10 – Re-election and election of directors

Resolutions 4 to 10 deal with the re-election and election of the directors. In accordance with the requirements of the UK Corporate Governance Code, all of the directors are standing for re-election by the shareholders at this year's AGM. Biographies of each of the directors seeking re-election and election can be found on pages 12-14 of this document, together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success. The Board has also considered whether each of the independent non-executive directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement and has determined that each continues to be considered independent.

The Board has confirmed following a performance review, that all directors standing for election continue to perform effectively and demonstrate commitment to their roles.

Resolutions 11 and 12 – Re-appointment of auditor and auditor's remuneration

Resolution 11 relates to the re-appointment of KPMG LLP as the Company's auditor to hold office until the next general meeting of the Company at which accounts are laid. KPMG LLP was first appointed as auditors of the Company in May 2021 by the Board following the demerger of the Company from Travis Perkins Plc. Resolution 12 authorises the Audit & Risk Committee of the Board to set their remuneration.

Resolution 13 – Political donations

Resolution 13 deals with political donations. Under the Companies Act 2006, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 13 to seek authority for the Company to make political donations. This will allow the Company to continue to support the community and put forward its views to wider business and Government entities without running the risk of being in inadvertent breach of the Companies Act 2006.

The authority is subject to a maximum amount of £50,000 and will cover the period from the date Resolution 13 is passed until the end of the next AGM of the Company or, if earlier, 8 August 2026. As permitted under the Companies Act 2006, Resolution 13 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Resolution 14 – Allotment of share capital

Resolution 14 deals with the directors' authority to allot shares.

At the AGM held in 2024, the directors were given authority to allot shares in the capital of the Company up to a maximum nominal amount of £16,630,738 representing two-thirds of the Company's then issued ordinary share capital. This authority expires at the AGM and Resolution 14, if passed, will renew this authority.

The Investment Association ("IA") Share Capital Management Guidelines on directors' authority to allot shares, which were updated in February 2023, state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive offer.

In light of these guidelines, the Board considers it appropriate that directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £16,137,752 representing two-thirds of the Company's issued ordinary share capital as at 20 March 2025 (the latest practicable date prior to publication of this document). If the Company wishes to allot more than a nominal amount of £8,068,876 (representing one-third of the Company's issued ordinary share capital (excluding treasury shares), then any additional amount can only be allotted pursuant to a fully pre-emptive offer. The authority will expire at the end of the next AGM of the Company or, if earlier, on 8 August 2026.

The directors have no present intention of exercising the authority sought under this resolution other than in relation to the Company's employee share schemes. However, the directors consider it appropriate to maintain the flexibility that this authority provides.

As at the date of this Notice the Company does not hold any shares in the capital of the Company in treasury.

Resolutions 15 – Disapplication of statutory pre-emption rights

Resolution 15 will be proposed as a special resolution, which requires a 75% majority of the votes cast to be cast in favour.

Resolution 15 will give the directors authority to allot shares (or sell any shares which the Company holds in treasury) in the capital of the Company pursuant to the authority granted under Resolution 15 above for cash without complying with the pre-emption rights in the Companies Act 2006 in certain circumstances.

The Pre-Emption Group's Statement of Principles published in 2022 (the "**Pre-Emption Principles**") allow companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or which has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

Having considered the Pre-Emption Principles, the directors consider it appropriate to seek a disapplication authority over 5% of the Company's issued share capital for use on an unrestricted basis, which is in line with its previous practice. This level of authority is in line with institutional shareholder guidance and well within the limits set out in the Pre-Emption Principles. The directors are also asking you to authorise the directors to make some other adjustments that may be made for technical reasons in connection with rights issues or other pre-emptive issues. The Board considers that it is in the best interests of the Company and its shareholders generally that the Company have the flexibility conferred by Resolution 15 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise. The directors confirm their intention to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles to the extent reasonably practicable and relevant (the Company is not seeking authority for follow-on offers.)

As noted in relation to Resolution 14 above, the directors have no current intention of exercising the authority sought under this resolution other than in relation to the Company's employee share schemes.

The authority contained in Resolution 15 will expire upon the expiry of the authority to allot shares conferred in Resolution 14 (that is at the end of the next AGM of the Company or, if earlier, on 8 August 2026).

Resolution 16 – Authority to purchase own shares

Resolution 16 will be proposed as a special resolution, which requires a 75% majority of the votes cast to be cast in favour.

Resolution 16 gives the Company authority to buy back its own shares in the market as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 24,206,629 (representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at 20 March 2025 (the latest practicable date prior to publication of this document)) and sets minimum and maximum prices. This authority will expire at the end of the next AGM of the Company or, if earlier, on 8 August 2026.

The directors consider it prudent to obtain the flexibility that this resolution provides. In considering whether to use this authority, the directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares.

If Resolution 16 is passed at the AGM, it is the Company's current intention to cancel any shares purchased.

As at 20 March 2025 (the latest practicable date prior to the publication of this document), there were 18,625,907 warrants and options to subscribe for shares in the capital of the Company representing 7.7% of the Company's issued share capital (excluding treasury shares). If the authority to purchase the Company's ordinary shares granted at the 2024 AGM and the authority proposed to be granted under Resolution 16 were exercised in full, these warrants and options would represent 8.6% of the Company's issued ordinary share capital calculated as at that date.

The authority will expire at the end of the next AGM of the Company or, if earlier, on 8 August 2026.

Resolution 17 – Length of notice of meeting

Resolution 17 will be proposed as a special resolution, which requires a 75% majority of the votes cast to be cast in favour.

Resolution 17 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 clear days' notice. The minimum notice period for general meetings of listed companies is 21 clear days, but companies may reduce this period to 14 clear days (other than for AGMs) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is a special resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days.

The Board is therefore proposing Resolution 17 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the end of the next AGM of the Company, when it is intended that the approval be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and whether it is thought to be to the advantage of shareholders as a whole.

General Information:

Right to vote at the Annual General Meeting (the “AGM” or the “Meeting”)

1. You have the right to vote at the AGM if you are on the register of members of the Company at 6.30pm on Tuesday 6 May 2025 (or, if the meeting is adjourned, at 6.30pm on the date which is two working days prior to the adjourned meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Meeting or adjourned meeting.

Attending in Person

2. Shareholders are welcome to attend the AGM in person. Whilst we have previously trialled a hybrid meeting, there was very little take up through the virtual route, so we have therefore decided to hold an in-person only meeting again this year. If you wish to attend the meeting in person, please arrive by 8.50am on Thursday 8 May at Vision House, Colonial Way, Watford, WD24 4JL. When arriving on site, walk to the reception area where you will be directed to the meeting. The venue is wheelchair accessible. Please bring with you some photo identification to enable your right to attend the AGM to be verified by the Company’s Registrar, MUFG. Shareholders that wish to attend the AGM in person are encouraged to notify the Company in advance.

Asking questions

3. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting. Questions may not be answered at the AGM if they are deemed not to be in the interests of the Company or the good order of the AGM, or would interfere unduly with the preparation for the AGM, or involve the disclosure of confidential information, or if the answer has already been given on a website in the form of an answer to a question.

Proxies

4. A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at a general meeting of the Company. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attaching to different shares. A proxy need not be a member. The appointment of a proxy will not of itself prevent a member from subsequently attending, voting and speaking in person at the AGM, in which case any votes of the proxy will be superseded. You may appoint the Chair of the meeting to vote on your behalf at the AGM as your proxy. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted.
5. You may alternatively appoint your proxy online by accessing the Share Portal at www.wickes-shares.com logging in and selecting the “Proxy Voting” link. If you have not previously registered for the share portal, you will first be asked to register as a new user, for which you will require your investor code (which can be found where applicable on a share certificate or a dividend confirmation), family name and postcode (if resident in the UK). Alternatively, you may download, complete and return a paper proxy form from the Company’s website (or request a copy from the Company’s Registrar, MUFG) and return a hard copy to the Company’s Registrar. To be effective, the instrument appointing a proxy and any authority under which it is signed (or a notarially certified copy of such authority) for the AGM to be held on Thursday 8 May 2025 and any adjournment(s) thereof must be submitted online or returned to MUFG at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by 9.00 am on Tuesday 6 May 2025 (or 48 hours (excluding any part of a day which is not a working day) before the time fixed for any adjourned AGM). If you return paper and electronic instructions, those last sent before 9.00 am on Tuesday 6 May 2025 will take precedence. If the Company is unable to determine which is last sent, the one which is last received shall be so treated.
6. In the case of joint shareholdings, if more than one of the joint holders requests 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 shareholder named first is the most senior.
7. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 (“nominated persons”). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

9. In order for a proxy appointment made by means of CREST 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 instructions, as described in the CREST Manual. The message regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number – RA10) by the latest time(s) for receipt of proxy appointments (9.00 am on Tuesday 6 May 2025 (or 48 hours (excluding any part of a day which is not a working day) before the fixed time for any adjourned AGM)). 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

Voting via Proxymity

10. Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Further information regarding Proxymity can be found at www.proxymity.io. Your proxy must be lodged by 9.00 am on Tuesday 6 May 2025 in order to be considered valid. Before appointing a proxy by this process you will need to agree to the Proxymity terms and conditions. It is important that these are read carefully as they are binding and govern the electronic appointment of your proxy.

Corporate representatives

11. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

Voting at the meeting

12. Voting on Resolutions 1 to 17 will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. Members, corporate representatives and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the Meeting. As soon as practicable following the AGM, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: www.wickesplc.co.uk. Shareholders have the right to request information to enable them to determine their vote on a poll was validly recorded and counted. If you wish to do this, please contact the Registrar, MUFG.

Total Voting Rights

13. As at 20 March 2025 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 242,066,299 ordinary shares, carrying one vote each. The Company does not hold any shares in treasury. Therefore the total voting rights in the Company are 242,066,299.
14. The contents of this Notice of AGM, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, details of the totals of the voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: www.wickesplc.co.uk.

Documents on display

15. Copies of the Non-executive Directors' letters of appointment will be available for inspection at the Company's offices at Vision House, 19 Colonial Way, Watford, United Kingdom, WD24 4JL during usual business hours Mondays to Thursdays (public holidays exempted) and from 8.45am on the day of the AGM until its conclusion.

Requisition rights

16. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) 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 Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any such statement that the Company has been required to publish on its website.

17. Under sections 338 and 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 AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM; and; (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and that the request is received by the Company not later than six weeks before the AGM or, if later, the time at which notice is given of the AGM.

Electronic address

18. You may not use any electronic address provided in this Notice of AGM to communicate with the Company for any purposes other than those expressly stated.

Data protection

19. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder; and (2) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the Company may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings. Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy. The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders. The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations. All of this data will be processed in accordance with the Company's privacy notice which can be accessed on the Company's website (www.wickesplc.co.uk) in the Shareholder information section.

Dividend payment: paperless dividends

20. In line with our ambition to reduce our environmental impact and in line with market practice, we moved to the payment of cash dividends through direct payment to shareholders' bank accounts in 2022. This means that you are not able to receive payment of dividends by cheque and a consolidated tax voucher for each tax year will be available electronically. If you previously received your dividends by cheque you will need to register your bank details with the Company's Registrar, MUFG, via the shareholder portal www.wickes-shares.com or by contacting MUFG (contact details under 'Managing your shares'). Any unclaimed dividends will automatically be released into your bank account once your bank details have been registered.

Dividend Reinvestment Plan ("DRIP")

21. You can choose to have any cash dividends paid reinvested in further Wickes shares through the Dividend Reinvestment Plan (terms and conditions apply). You can join the Dividend Reinvestment Plan via the MUFG shareholder portal (www.wickes-shares.com) or contact MUFG for details.

Dividend payment dates

22. If approved by shareholders at the AGM, a final dividend of 7.3 pence per ordinary share will be paid on 6 June 2025 to all ordinary shareholders who were on the register of members at the close of business on the record date of 25 April 2025. The last date for DRIP elections will be 15 May 2025.

Shareholder communications

23. We encourage our Shareholders to view Shareholder communications, including the Annual Report and Accounts, electronically in order to minimise our impact on the environment and reduce costs. If you currently receive communications in paper form and would like to switch to electronic communications, you can do this by visiting the MUFG Shareholder portal at www.wickes-shares.com or by contacting MUFG.

Conduct at the Meeting

24. Behaviour or conduct that may interfere with another person's safety or security, or the good order of the AGM will not be permitted and you may be removed from the meeting. For your safety and all our security, we reserve the right to reject and/or remove signs or leaflets which, in our sole discretion, are disruptive or offensive. No photographic or recording equipment is permitted other than the Company's equipment. Mobile telephones and other communication devices must be switched onto silent for the duration of the AGM.

Biographies of Directors

Committee membership key

- Chair of Committee
- (A) Audit and Risk Committee
- (N) Nominations Committee

- (R) Remuneration Committee
- (RB) Responsible Business Committee
- (D) Disclosure Committee



Christopher Rogers
Non-executive Chair of the Board



Pronoun: He/Him

Appointment date: 23 March 2021

Skills and experience

Christopher has significant board, retail and finance experience gained during his extensive executive career, having held a number of senior roles in, and directorships, of public companies. From 2005 to 2016, he was an Executive Director of Whitbread plc, serving as Group Finance Director from 2005 to 2012 and as Global Managing Director of Costa Coffee from 2012 to 2016.

Christopher previously held senior roles in both the finance and commercial functions of Woolworths Group plc, Comet Group plc and Kingfisher plc. He was a Non-executive Director and Audit Committee Chair of Vivo Energy plc from April 2018 to July 2022 and a Non-executive Director of Travis Perkins Plc from September 2013 to April 2021, where he was Senior Independent Director from November 2015 to April 2020. In addition, Christopher served as a Non-executive Director of Sanderson Design Group Plc from April 2018 until January 2025, where he chaired the Remuneration Committee from April 2019 to January 2025.

Contribution

Christopher brings many strengths to his role as Chair of the Board, in particular his leadership; strategy, commercial and financial acumen; his deep grounding and understanding of corporate governance, risk management, compliance and regulatory issues; his experience in M&A and corporate transactions; and experience both internationally and in retailing and operations.

External appointments

- Non-executive Director and Senior Independent Director of Kerry Group plc
- Chair Elect of Mitie Group plc



David Wood
Chief Executive Officer



Pronoun: He/Him

Appointment date: 23 March 2021

Skills and experience

David is a highly experienced executive and CEO with over 30 years in the retail and consumer sector and extensive board level experience in the UK, Europe and North America, having spent the majority of his career with Tesco, Unilever and Mondelez. David served as Commercial Director on the Board of Tesco Hungary from 2010 to 2012 and between 2012 and 2015 he served on the UK Operating Board of Tesco plc as Chief Marketing Officer and Group Managing Director.

David was Group President of Kmart Holding Corp from 2015 to 2017, followed by a brief tenure as CEO of Mothercare plc in 2018. David joined Wickes as CEO on 28 May 2019 when Wickes was part of Travis Perkins Plc in anticipation of the demerger.

Contribution

David is an engaging leader with extensive and international experience in retailing and operations. He has significant experience in change management, strong strategic and commercial acumen, and a proven record in brand building and marketing. David's strong leadership and passion for home improvement drive the effective delivery of the business strategy.

External appointments

- Non-executive Chair of Green Sheep Group Ltd



Mark George
Chief Financial Officer



Pronoun: He/Him

Appointment date: 29 July 2022

Skills and experience

Mark has significant experience in finance and strategy and, in addition to his role as CFO of the Group, he also chairs the Board of the Company's 51% owned subsidiary, Solar Fast. He has held senior roles in finance, strategy and general management in a number of public listed consumer businesses including Tesco, ASOS and Auto Trader. More recently, Mark was Chief Financial Officer and a member of the Board of The Gym Group plc from 2018 to 2022.

Mark started his career as a management consultant with McKinsey & Co. and holds a degree in Philosophy, Politics and Economics from Oxford University.

Contribution

Mark has sound commercial acumen, as well as extensive retailing experience. His financial, risk management, strategic and leadership skills are key strengths for the role of CFO. He is also experienced in M&A and investor relations. Mark's financial and strategic strengths ensure continued focus and development of the long term strategy for the business.

External appointments

- None

Biographies of Directors continued



Mark Clare

Senior Independent Non-executive Director



Pronoun: He/Him

Appointment date: 23 March 2021

Skills and experience

Mark has extensive public listed company experience in the consumer service, property and construction sectors, particularly in customer facing businesses and has served on a number of remuneration committees. Mark was Senior Independent Director at United Utilities Group plc from 2013 to 2022, Senior Independent Director at Ladbroke's Coral Group plc from 2016 until 2018, and Non-executive Director and Audit Committee Chair at BAA plc from 2001 until 2006.

Mark's executive career included Chief Executive for Barratt Developments plc from 2006 until 2015; Managing Director of Centrica's retail subsidiary British Gas from 2002 to 2006; and CFO of Centrica plc from 1997 to 2002. He also served as a trustee of the Energy Savings Trust, the Green Building Council and BRE. Mark is a qualified accountant.

Contribution

Mark's wealth of knowledge in governance, compliance and regulatory matters gained from his public listed company experience, as well as his leadership skills, enhance his ability to undertake his duties as Senior Independent Non-executive Director. His financial acumen and commercial experience are particularly beneficial in his role as Chair of the Remuneration Committee.

External appointments

- Chair of Grainger plc
- Chair of Ricardo plc
- Non-executive Director of Premier Marinas Holdings Ltd



Sonita Alleyne OBE

Independent Non-executive Director



Pronoun: She/Her

Appointment date: 23 March 2021

Skills and experience

Sonita has extensive experience as a Non-executive Director on both private and public sector boards. She was a Non-executive Director of the British Board of Film Classification from 2009 to 2019, including Chair of the Council of Management in 2019 and Chair of the Remuneration Committee from 2016 to 2019. She was Chair of the Radio Sector Skills Council from 2008 to 2012; Non-executive Director of Archant from 2012 to 2016; and a trustee of the BBC Trust from 2012 to 2017.

Sonita was a Non-executive Director of the Department for Digital, Culture, Media and Sport, the National Employment Panel and the London Skills and Employment Board. In her earlier media career, Sonita was the co-founder and former CEO of the production company Somethin' Else and worked as a journalist and broadcaster.

Contribution

Sonita's background in communications and journalism brings a different perspective to the Board. She has strong leadership, commercial and strategic skills. Her public sector roles have contributed to her sound governance, compliance and regulatory skills. This, and her environmental, social and governance (ESG) experience, enables her to effectively chair the Responsible Business Committee. Sonita also fulfils the role of designated non-executive for colleague matters.

External appointments

- Master of Jesus College, Cambridge



Laura Harricks

Independent Non-executive Director



Pronoun: She/Her

Appointment date: 1 June 2023

Skills and experience

Laura brings a deep experience of developing omnichannel customer journeys that drive engagement and commercial return, with a background in e-commerce, marketing, and strategy consulting.

Laura is currently the Chief Customer Officer for Ocado Retail and previously held roles as Digital Director at Monsoon Accessorize and a number of roles at Dixons Carphone, most latterly Online Trading and Marketing Director for Carphone Warehouse.

Laura started her career at L.E.K. Consulting and holds a Bachelor of Engineering and Bachelor of Arts from the University of Sydney.

Contribution

Being the most recently appointed member of the Board and without an extensive non-executive career, Laura has a fresh perspective. Her customer focus, combined with strategic, e-commerce, commercial, and marketing acumen, brings valuable insight to the Board. Laura also fulfils the role of the Company's Consumer Duty Champion.

External appointments

- Chief Customer Officer of Ocado Retail Ltd



Mike Iddon
Independent Non-executive Director



Pronoun: He/Him

Appointment date: 23 March 2021

Skills and experience

Mike has extensive public listed company experience, having held a number of senior finance roles throughout his career, and has been the Chief Financial Officer of Pets at Home Group plc since 2016.

Mike was previously the Chief Financial Officer of New Look from 2014 to 2016, and prior to this he held a number of senior finance roles over 13 years for Tesco plc both in the UK and overseas. These roles included Group Planning, Tax and Treasury Director, UK Finance Director and Chief Financial Officer of Tesco Homeplus (South Korea).

Mike has also held senior roles with Kingfisher plc and Whitbread plc. Mike is a Chartered Accountant and a graduate of the Harvard Advanced Management Programme.

Contribution

Mike's significant experience as an executive of public listed companies, along with his strong strategic and commercial acumen, change management, and current retail experience are a valuable asset to the Board. His financial acumen, leadership, risk management, and governance, compliance and regulatory experience are advantageous for his role as Chair of the Audit and Risk Committee.

External appointments

– Chief Financial Officer of Pets at Home Group plc

