

Notice of Annual General Meeting 2021

Ibstock plc
54 Hatton Garden
London EC1N 8HN.

Thursday 22 April 2021 at 11:00 a.m.

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 the document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser. If you have sold or otherwise transferred all of your Ibstock Plc shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them to the person who now holds the shares.

You will not have received a hard copy proxy form for the 2021 AGM in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password, you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ("IVC") which can be found on your share certificate or dividend notification. Proxy votes should be submitted as early as possible and in any event, no later than 11.00 a.m. on 20 April 2021. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing enquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Central Square, 29 Wellington Square, Leeds LS1 4DL. If you hold shares in CREST you can use the CREST electronic proxy appointment service. Further details on how to do this are set out in the notes on page 7.

Chairman's letter

IBSTOCK PLC

(incorporated in England and Wales under number 09760850)

Registered Office: Leicester Road, Ibstock, Leicestershire LE67 6HS, United Kingdom

To the shareholders of Ibstock plc (the "Company")

22 March 2021

Dear Shareholder,

Annual General Meeting 2021

The Annual General Meeting ("AGM" or "Meeting") of the Company will be held at **11:00 a.m. on Thursday 22 April 2021 at 54 Hatton Garden, London EC1N 8HN**

COVID-19 and its impact on the AGM

Our preference had been to welcome shareholders in person to our AGM this year, particularly given the constraints we faced in 2020 due to COVID-19. However, at the time of posting, we remain in a national lockdown and, as a result, are therefore proposing to hold the meeting with the minimum attendance necessary to form a quorum. Shareholders will not be permitted to attend the AGM in person but can be represented by the Chairman of the meeting acting as their proxy.

Given the constantly evolving nature of the situation, should circumstances change before the date of the meeting, we want to ensure that we are able to adapt arrangements and welcome shareholders to the AGM, within existing safety constraints and in accordance with government guidelines. Should we consider that it has become possible to do so, we will open the meeting to attendance from all shareholders and provide notification of this change through a Regulatory Information Service (RIS) announcement as early as possible before the date of the meeting. Please refer to the Shareholder information section of our website at www.ibstockplc.co.uk for any updates to this position.

To increase the level of transparency with our shareholders, and encourage engagement, the Company will provide access for individuals wishing to view a webcast of the AGM online and further information regarding this service will be published on our website. In addition, any shareholder who wishes to ask a question can do so in advance of the meeting by emailing company.secretariat@ibstock.co.uk prior to the start of the AGM. We endeavour to answer as many questions as possible, prior to, and during the AGM, and will respond by email if we are unable to answer your question during, or prior to, the meeting.

Proxies

Given the continued uncertainty around whether shareholders will be able to attend the AGM, we recommend that all shareholders submit a proxy vote in advance of the meeting. Details on how to do so by post, online or through CREST are set out below and in the general notes on page 7. Given the current restrictions on attendance, shareholders are urged to appoint the Chairman of the meeting as their proxy to ensure their vote will be counted (rather than a named person who will not be permitted to attend the meeting).

Resolutions

The formal Notice convening the AGM and which sets out the business to be considered can be found on pages 3 and 4 of this document along with explanatory notes to the resolutions on pages 5 and 6. General notes relating to the AGM are on page 7. Voting on all resolutions will be by way of a poll.

Action to be taken

If you have elected to receive hard copy information from the Company, the Annual Report and Accounts 2020 (the "Annual Report") is enclosed with this document. Shareholders who have not made such an election can view or download the Annual Report from our website. Ibstock is committed to reducing paper and improving efficiency wherever possible in its communications with shareholders. As part of this we are no longer sending paper proxy cards to shareholders unless specifically asked to do so. Advice on how to request a paper proxy is set out in note 4 on page 7 of this Notice.

Your vote is important to us and we encourage you to submit your proxy vote in one of the following ways:

- Submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote; or
- Request and complete a hard copy proxy form from our Registrars Link Group by emailing enquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Wellington Square, Leeds LS1 4DL; or
- In the case of CREST members, you can appoint your proxy through the CREST proxy appointment service as detailed in note 6 on page 7.

Please note that the deadline for the receipt by our Registrars of all proxy appointments is 11:00 a.m. on Tuesday 20 April 2021 (48 hours before the start of the meeting). In view of current government restrictions on public gatherings, we urge you to appoint the Chairman of the meeting as your proxy, to ensure your vote will be counted.

The results of the AGM will be announced through an RIS announcement and on the Company website, as soon as practicable after the AGM.

Recommendation

Your Board considers that all resolutions set out in this notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend shareholders to vote in favour of these resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully,

Jonathan Nicholls
Chairman

Notice of Annual General Meeting 2021

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Ibstock plc will be held at 11:00 a.m. on Thursday 22 April 2021 at 54 Hatton Garden, London EC1N 8HN to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 15 will be proposed as ordinary resolutions of the Company, and Resolutions 16 to 19 will be proposed as special resolutions of the Company.

Ordinary resolutions

1. To receive the Annual Report and Accounts for the year ended 31 December 2020.
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2020 as set out on pages 85 to 101 of the Annual Report and Accounts 2020 (excluding the part containing the Directors’ Remuneration Policy).
3. To declare a final dividend of 1.6p per ordinary share.
4. To re-elect Jonathan Nicholls as a Director.
5. To re-elect Louis Eperjesi as a Director.
6. To re-elect Tracey Graham as a Director.
7. To re-elect Claire Hawkings as a Director.
8. To re-elect Joe Hudson as a Director.
9. To re-elect Chris McLeish as a Director.
10. To re-elect Justin Read as a Director.
11. To re-appoint Deloitte LLP as the Company’s auditor.
12. To authorise the Audit Committee to determine the remuneration of the auditor.
13. That the Ibstock Senior Managers Share Plan (“SMSP”), the main features of which are summarised in Appendix 2 on page 10 of this notice, and a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the Board be given power to:
 - (a) do all acts and things which it considers necessary or desirable to carry the same into effect; and
 - (b) establish further plans based on the SMSP for overseas territories.
14. That in accordance with section 366 of the Companies Act 2006 the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:
 - (a) make political donations to political parties or independent election candidates, not exceeding £100,000 in total;
 - (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - (c) incur political expenditure not exceeding £100,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of the passing of this resolution and ending on 1 July 2022 or, if sooner, the conclusion of the AGM of the Company to be held in 2022.

For the purpose of this resolution the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Companies Act 2006.
15. That
 - (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with Article 7 of the Company’s Articles of Association, up to a maximum nominal amount of £1,365,062 (such amount to be reduced by the nominal amount of any equity securities (as defined in Article 8 of the Company’s Articles of Association) allotted under paragraph (ii) below in excess of £1,365,062); and
 - (ii) comprising equity securities (as defined in Article 8 of the Company’s Articles of Association) up to a maximum nominal amount of £2,730,125 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in Article 8 of the Company’s Articles of Association);
 - b) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution, or, if earlier, at the close of business on 1 July 2022; and
 - (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Notice of Annual General Meeting 2021

continued

Special resolutions

16. That:

- (a) in accordance with Article 8 of the Company's Articles of Association, the Directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in Article 8 of the Company's Articles of Association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £204,779;
- (c) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2022.

17. That:

- (a) in addition to any authority granted under Resolution 16, the Directors be given power:
 - (i) subject to the passing of Resolution 15, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be:
 - (A) limited to the allotment of equity securities up to a maximum nominal amount of £204,779; and
 - (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;
- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2022; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

18. That, in accordance with section 701 of the Companies Act 2006 (the "Act"), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors of the Company may determine provided that:

- (a) the maximum number of ordinary shares that may be purchased under this authority is 40,955,979;
 - (b) the maximum price which may be paid for any ordinary share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
 - (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
 - (c) the minimum price which may be paid shall be the nominal value of that ordinary share (exclusive of expenses payable by the Company in connection with the purchase);
 - (d) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution, or, if earlier, on 1 July 2022 unless renewed before that time; and
 - (e) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.
19. That a General Meeting (other than an AGM) may be called on not less than 14 clear days' notice.

By order of the Board,

Nick Giles
Company Secretary

Registered office:
Leicester Road
Ibstock, Leicestershire
LE67 6HS
United Kingdom

Registered number 09760850

22 March 2021

Explanatory notes relating to resolutions

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 15 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 16 to 19 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.

Resolution 1 – Receipt of Annual Report and Accounts 2020

The Directors must present the Company's annual accounts and reports to the AGM.

Resolution 2 – Approval of Directors' Remuneration Report

Shareholders are asked to approve the Directors' Remuneration Report that appears on pages 85 to 101 of the Annual Report and Accounts 2020 (excluding the part containing the Directors' Remuneration Policy). This vote is advisory, and the Directors' entitlement to remuneration is not conditional on it.

Resolution 3 – Declaration of a dividend

The Board proposes a final dividend of 1.6p per ordinary share. If approved, the dividend will be paid on 14 May 2021 to all shareholders who were on the Register of Members at close of business on 16 April 2021.

Resolutions 4 to 10 – Re-election of Directors

The Company's Articles of Association require all Directors to retire at each AGM and those wishing to serve again to submit themselves for election or re-election. Accordingly, all the Directors are retiring from office and submitting themselves for re-election by the shareholders at the 2021 AGM.

A summary of the skills and experience of each Director, which, in the Board's view illustrates why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success, can be found in the Appendix to this document.

The Chairman has confirmed that, following formal performance evaluation, the performance of all Directors continues to be effective and to demonstrate commitment to the role.

Resolutions 11 and 12 – Re-appointment and remuneration of the auditor

Following the recommendation of the Audit Committee, the Board is proposing the re-appointment of Deloitte LLP as the Company's auditor.

Resolution 12 authorises the Audit Committee to determine the auditor's remuneration.

Resolution 13 – Approval of the Senior Managers Share Plan

The Company has two share plans in place for senior employees – a long-term incentive plan for Executive Directors and senior management and a share option plan for the wider management team below senior management level.

Following consideration of the current remuneration policy and best practice, the Remuneration Committee of the Board ("Committee") has decided to implement the SMSPP for the wider management pool to replace the share option plan. The current long-term incentive plan for Executive Directors and senior management will continue for those individuals.

The background to this decision is the Committee's recognition that the share option plan may not be fostering the strong performance-led culture that the Company wants to achieve. Under the SMSPP, the Board will be able to select employees to be granted performance-linked awards to address this issue and the value of awards will be lower as there will be no share price hurdle as there is with share options.

A summary of the terms of the SMSPP is set out at Appendix 2.

Resolution 14 – Political donations/expenditure

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries from making EU political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or to incur any political expenditure. However, the Companies Act 2006 defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

As permitted under the Companies Act 2006, the resolution covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the next AGM of the Company or, if earlier, at close of business on 1 July 2022.

Resolution 15 – Authority to allot shares

At the 2020 AGM, the Directors were authorised, under section 551 of the Companies Act 2006, to allot ordinary shares without the prior consent of shareholders for a period expiring at the conclusion of the AGM to be held in 2020 or, if earlier, the close of business on 1 July 2021. It is proposed to renew this authority.

Paragraph (a)(i) of Resolution 15 will allow the Directors to allot ordinary shares up to a maximum nominal amount of £1,365,062 representing approximately one-third of the Company's existing issued share capital and calculated as at 16 March 2021 (being the latest practicable date prior to publication of this document). In accordance with institutional guidelines issued by the Investment Association, paragraph (a)(ii) of Resolution 15 will allow Directors to allot, including the ordinary shares referred to in paragraph (a)(i) of Resolution 15, further of the Company's ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £2,730,125, representing approximately two-thirds of the Company's existing issued share capital and calculated as at 16 March 2021 (being the latest practicable date prior to publication of this document).

The Directors have no present intention of exercising this authority but believe that it is in the best interests of the Company to have the authority available so that the Board has the flexibility to issue shares at short notice and without the need for a general meeting should the Board determine that it is appropriate to do so. However, if they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the Investment Association.

As at 16 March 2021 (being the latest practicable date prior to publication of this document), the Company did not hold any shares in treasury.

Resolution 15 will be proposed as an ordinary resolution to renew this authority until the conclusion of the next AGM or, if earlier, the close of business on 1 July 2022.

Resolution 16 – General authority to dis-apply pre-emption rights (special resolution)

Also at the 2020 AGM, a special resolution was passed, under sections 570 to 573 of the Companies Act 2006, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority also be renewed in line with institutional guidelines. If approved, the resolution will authorise the Directors, in accordance with the Articles of Association, to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £204,779 which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. The £204,779 maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 16 March 2021 (being the latest practicable date prior to publication of this document).

Explanatory notes relating to resolutions

continued

The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-emption Group's Statement of Principles) without prior consultation with shareholders.

Resolution 16 will be proposed as a special resolution to renew this authority until the conclusion of the next AGM or, if earlier, the close of business on 1 July 2022.

Resolution 17 – Additional authority to dis-apply pre-emption rights (special resolution)

Resolution 17 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders.

The proposed resolution reflects the Pre-emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles") and will expire on 1 July 2022 or at the conclusion of the AGM in 2022, whichever is the earlier.

The authority granted by this resolution, if passed:

- (a) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £204,779, which represents approximately 5% of the issued share capital of the Company as at 16 March 2020 (being the latest practicable date prior to publication of this circular); and
- (b) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 16. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £409,559, which represents approximately 10% of the issued share capital of the Company as at 16 March 2021 (being the latest practicable date prior to publication of this circular).

Resolution 18 – Market purchase of own shares (special resolution)

A special resolution is proposed, in line with market practice, to authorise the purchase of the Company's own shares in the market. The power given by the resolution will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The Companies Act 2006 permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the company's employees' share schemes. Once held in treasury, the company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

If the Directors exercise the authority conferred by this resolution, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using the treasury shares to satisfy share options/awards under the Company's employees' share schemes.

The maximum number of shares which may be purchased under the proposed authority will be 40,955,979 shares representing approximately 10% of the issued ordinary share capital of the Company as at 16 March 2021. The price paid for shares will not be less than the nominal value (of 1p per share) nor more than the higher of:

- (a) 5% above the average of the middle-market quotation of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and
- (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

The total number of options to subscribe for ordinary shares that were outstanding at 16 March 2021 (being the latest practicable date prior to publication of this circular) was 3,075,898. The proportion of issued share capital that they represented at that time was 0.75% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 0.83%.

This resolution will be proposed as a special resolution. The authority will expire on 1 July 2022 or, if earlier, at the conclusion of the next year's AGM.

Resolution 19 – Notice period for General Meetings (special resolution)

The notice period required by the Companies Act 2006 for General Meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs must always be held on at least 21 clear days' notice.) This resolution, if passed, authorises the calling of General Meetings other than an AGM on not less than 14 clear days' notice, and will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. In order to be able to call a General Meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole.

General notes

1. Only persons entered on the register of members of the Company at close of business on Tuesday 20 April 2021 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting) are entitled to attend and vote at the meeting either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the meeting. Please note the comments regarding AGM attendance in the Chairman's letter.
2. A member is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote instead of him at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. As explained in the Chairman's letter on page 2, shareholders are urged to appoint the Chairman of the meeting as their proxy. This will ensure that your vote will be counted even if you are unable to attend the meeting in person.
3. You will not have received a hard copy proxy form for the 2021 AGM in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate or dividend notification. Proxy votes should be submitted as early as possible and in any event, no later than 11.00 a.m. on 20 April 2021. The Company will not accept any communication that is found to contain a computer virus.
4. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing enquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Wellington Square, Leeds, LS1 4DL. To be valid, any hard copy proxy form must be received by post or (during normal business hours only) by hand at the Company's registrars, Link Group, 10th Floor, Wellington Square, Leeds LS1 4DL no later than 11.00 a.m. on 20 April 2021. You must inform the Company's registrars in writing of any termination of the authority of a proxy.
5. Link Group maintain the Company's share register. If you have any enquiries about the AGM or about your Ibstock plc shareholding, you may contact Link online at www.signalshares.com; by email to: enquiries@linkgroup.co.uk; by post to: Link Group, 10th Floor, Wellington Square, Leeds LS1 4DL or by telephone on: (from the UK) 0371 664 0300, (from outside the UK) + 44 (0)371 664 0300. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). 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 issuer's agent (ID RA10) by 11:00 a.m. on Tuesday 20 April 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer'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.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. A 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.
11. The statement of the rights of members in relation to the appointment of proxies in paragraphs 2, 3 and 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
12. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
13. As at 16 March 2021 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 409,559,785 ordinary shares carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 16 March 2021 are 409,559,785.
14. Copies of the service contracts of the Executive Directors, the Non-Executive Directors' terms of appointment and a copy of the rules of the SMSF are available for inspection at the registered office of the Company during normal business hours from the date of this notice and at the place of the meeting for a period from 15 minutes immediately before the meeting until its conclusion.
15. Voting on all resolutions will be conducted by way of a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every ordinary share held.
16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Please note, however, the information in the Chairman's letter on page 2 regarding attendance at this year's AGM.
17. 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 an 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 members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006, and it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.
18. A member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.
19. A copy of this notice, and other information required by section 311A of the Companies Act 2006 can be found at www.ibstockplc.co.uk.
20. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Appendix 1

Directors' skills and experience

Jonathan Nicholls

BA (Hons), ACA, FCT
Chairman

Date appointed to the Board:

22 September 2015 (Chairman since 24 May 2018)

Committee memberships:

Chair of the Nomination Committee
Remuneration Committee

Relevant skills and experience:

- Degree in Economics and Accounting awarded by Manchester University
- Member of the Institute of Chartered Accountants in England and Wales, having qualified with KPMG in 1982
- Fellowship member of the Association of Corporate Treasurers
- Over 20 years' experience at the senior management or director level of businesses, including those in brick manufacturing, roofing and construction, and property development
- Significant experience as CFO and other senior finance roles in public companies

Current external appointments:

- Chairman of Shaftesbury PLC (appointed September 2016)

Tracey Graham

Senior Independent Director

Date appointed to the Board:

3 February 2016

Committee memberships:

Chair of the Remuneration Committee
Audit Committee
Nomination Committee

Relevant skills and experience:

- Experience of MBO and M&A activity
- Led the management buyout of Talaris Limited from De La Rue. Proven track record of creating successful growth in a wide variety of businesses
- Significant experience gained in senior positions in banking and insurance with HSBC and AXA Insurance

Current external appointments:

- Chair of the Remuneration Committee and member of the Risks and Nomination Committee of Royal London Group (appointed March 2013)
- Non-Executive Director, Chair of the Remuneration Committee and member of the Audit and Nomination Committees of discoverIE Group plc (appointed November 2015)
- Non-Executive Director and member of the Remuneration, Nomination and Risk Committees of LINK Scheme Limited (appointed January 2016)
- Chair of LINK Consumer Council (appointed June 2016)
- Member of the City of London Court of Common Council (appointed 2019)

Louis Eperjesi

Independent Non-Executive Director

Date appointed to the Board:

1 June 2018

Committee memberships:

Remuneration Committee
Audit Committee
Nomination Committee

Relevant skills and experience:

- Experience of manufacture and supply of building products in international markets
- Six years' experience in UK roofing or brick markets
- Experience of strategy development, change management programmes and M&A activity
- Strong commercial, marketing and product background
- 11 years' experience in UK capital markets

Current external appointments:

- Chairman of Trustees of The Cheltenham Trust (appointed March 2020)
- Chairman of CMS Windows Limited

Claire Hawkings

BSc (Hons), MBA
Independent Non-Executive Director

Date appointed to the Board:

1 September 2018

Committee memberships:

Remuneration Committee
Audit Committee
Nomination Committee

Relevant skills and experience:

- Degree in Environmental Studies awarded by Northumbria University
- MBA from Imperial College Management School
- Fellow of the Energy Institute
- Sustainability leadership and management expertise
- Experience of the development and delivery of organisational strategies including business process transformation, leadership succession, and diversity and inclusion
- Significant experience (30 years) in the energy sector in a variety of international leadership positions including: P&L responsibilities, M&A, portfolio management and leading complex commercial transactions

Current external appointments:

- None

Joe Hudson

BA (Hons), FCIPD
Chief Executive Officer

Date appointed to the Board:

2 January 2018 (CEO since 4 April 2018)

Committee memberships:

None

Relevant skills and experience:

- BA Hons Degree in Education awarded by the University of Exeter
- General Management programmes at INSEAD and London Business School
- Fellow of the Chartered Institute of Personnel and Development
- Varied international career in general management, operations and strategic human resources in Europe, North America and Africa
- Operational line management experience in cement, plasterboard, concrete products and construction materials
- Experience of large scale business combinations

Current external appointments:

- None

Chris McLeish

BSc ACA
Chief Financial Officer

Date appointed to the Board:

1 August 2019 (CFO since 31 August 2019)

Committee memberships:

None

Relevant skills and experience:

- Member of the Institute of Chartered Accountants in England and Wales
- Wealth of experience in key finance leadership roles with a broad background in manufacturing, media and technology sectors
- Extensive experience of Group Finance and Controls, as well as global shared services operations
- Demonstrable success in a range of senior operational, corporate and financial communication roles

Current external appointments:

- None

Justin Read

MA, MBA
Independent Non-Executive Director

Date appointed to the Board:

1 January 2017

Committee memberships:

Chair of the Audit Committee
Remuneration Committee
Nomination Committee

Relevant skills and experience:

- Educated at Oxford University and holds an MBA from INSEAD
- Nine years as a CFO of FTSE-listed companies
- Financial and management experience working across a number of different industry sectors, including real estate, support services, building materials and banking
- Experience of managing businesses across multiple jurisdictions
- Experience of strategy, M&A, business development, investor relations and capital raising

Current external appointments:

- Chair of the Remuneration Committee and member of the Audit and Nomination Committees of Grainger PLC (appointed February 2017)
- Chairman of SEGRO Pension Scheme Trustees Limited (appointed March 2017)
- Non-Executive Director and Chair of the Audit Committee and member of the Nomination Committee of Affinity Water Limited (appointed July 2020)

Appendix 2

Summary of the Istock Senior Managers Share Plan (“SMSP”)

Eligibility

Awards may be granted to employees of the Company and its subsidiaries at the discretion of the Board but may not be granted to Directors of the Company.

Awards

Participants are granted a right to receive ordinary shares and they do not pay for their award. The award can take the form of (i) a conditional right to acquire ordinary shares in the future at no cost to the participant or (ii) an option to acquire ordinary shares (with or without an option price).

Awards may normally only be granted in the six weeks beginning with the date on which the SMSP is approved by the Company’s shareholders and then in the six weeks beginning on the dealing day after the Company announces its results for any period. Awards may be granted outside these periods in exceptional circumstances.

Subject to shareholder approval of the SMSP, it is anticipated that the first awards will be granted in April/May 2021. No awards may be granted more than 10 years from the date of approval of the SMSP by the Company’s shareholders.

Awards granted under the SMSP are personal to the participant and, except on the death of the participant or if they are declared bankrupt (unless the Board determines otherwise), may not be transferred. Awards granted under the SMSP are not pensionable.

Individual limits

The Board will determine the value of awards to be granted to a participant in each financial year. The rules permit annual awards up to a maximum of 100% of base salary per participant but, in practice, awards are expected to be towards the bottom end of the range.

Overall limits

The number of ordinary shares which may be issued for awards granted in any period of 10 years under:

- all the Company’s employee share schemes may not exceed 10% of the Company’s share capital in issue on the date of grant of awards; and
- the Company’s discretionary employee share schemes may not exceed 5% of the Company’s share capital in issue on the date of grant of awards.

Performance condition

The Board currently intends that the first awards will be subject to the performance condition set out below but may set a different performance condition for subsequent awards.

The performance condition relates to the Company’s adjusted EBITDA across two financial years, 2021 and 2022, with 50% of the award vesting for meeting threshold performance and 100% of the award vesting for meeting target performance.

Vesting of awards

In normal circumstances, an award will vest on the later of the second anniversary of grant and the date that the Board determines whether the performance condition and any other conditions imposed have been satisfied.

Dividend equivalents

The Board may decide that participants should receive an additional benefit equal in value to any dividends that they would have received during the vesting period, if they had been the holders of the vested ordinary shares. The benefit can be provided in cash or in ordinary shares. Alternatively, the Board may grant an award on terms that the number of ordinary shares under award shall increase by assuming that dividends that would have been paid on those ordinary shares during the vesting period would have been used to buy further ordinary shares.

Cash alternative

Where an award has vested (or, in the case of an option, has been exercised), the Board may elect, instead of delivering ordinary shares, to pay cash to the participant. The amount to be paid (subject to deduction of tax or similar liabilities) shall be equal to the market value of the ordinary shares under award (determined by reference to the closing middle market quotation of ordinary shares on the London Stock Exchange Daily Official List on the day of vesting (or exercise, in the case of options).

The SMSP also has flexibility to allow cash-settled awards to be granted from the outset, if the Board considers this appropriate in a particular case.

Leavers

There are different vesting terms where a participant leaves:

- If a participant’s employment ends by reason of retirement, ill-health, injury, disability, redundancy, death, transfer of the employing business or company out of the Group or for any other reason at the discretion of the Board, the award will vest on the normal vesting date to the extent that any performance condition has been met over the performance period and pro-rated for time, unless the Board decides otherwise. Alternatively, the Board may allow an award to vest early, subject to satisfaction of the performance condition up to the date that the participant leaves.
- In all other circumstances the award will lapse on the date the participant leaves.

Takeovers and reorganisations

Awards will vest early on a change of control of the Company to the extent any performance condition has been met at that time and, unless the Board decides otherwise, will be pro-rated for time. Internal reorganisation does not automatically trigger the early vesting of awards and certain other events may lead to a rollover of existing awards.

If any other corporate events occur such as a demerger, delisting or special dividend which, in the opinion of the Board, may affect the current or future value of ordinary shares, the Board may allow awards to vest early (subject to performance and, unless decided otherwise, time pro rating).

Variation of capital

On any variation in the share capital of the Company, the Board may make adjustments as it considers appropriate to the number of ordinary shares under award and, where appropriate, the exercise price of an option.

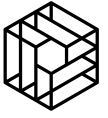
Malus and clawback

The Board may, prior to, or within two years of, the vesting of an award, decide to reduce the number of ordinary shares or, where relevant, the cash amount to which an award relates (malus) or require the participant to make a repayment in respect of an award (clawback), where it considers appropriate (including, but not limited to, material misstatement of results of the Company, inaccurate or misleading information leading to incorrect grant or vesting of an award, participant misconduct, circumstances which have or could have caused serious harm to the reputation of the Company).

Amendments

The Board can amend the SMSP in any way. However, shareholder approval will be required to amend provisions to the advantage of participants which relate to eligibility, individual and plan limits, the basis for determining a participant’s entitlement to, and the terms of, the ordinary shares or cash under award, the adjustment of awards on any variation in the Company’s share capital and the amendment powers.

Minor amendments can however be made without shareholder approval to benefit the administration of the SMSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.



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