
Ashtead Technology Holdings plc

Notice of Annual General Meeting

To be held at

White & Case LLP, 5 Old Broad Street, London EC2N 1DW
on Thursday, 30 June 2022 at 10:00 a.m.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR AS TO WHAT ACTION YOU SHOULD TAKE, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER DULY AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) IF YOU ARE A RESIDENT OF THE UNITED KINGDOM OR, IF NOT, ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT PROFESSIONAL ADVISER.

If you have sold or otherwise transferred all your shares in Ashtead Technology Holdings plc ("**Ashtead Technology**" or the "**Company**"), please forward this document (but not the accompanying personalised form of proxy) to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of the annual general meeting of the Company (the "**Notice**"), which has been convened for Thursday, 30 June 2022 at White & Case LLP, 5 Old Broad Street, London EC2N 1DW at 10:00 a.m. (United Kingdom time) (the "**Annual General Meeting**"), is set out on pages 3 to 4 of this document. All references to time in this notice, whether in the "Chair's Letter", "Notice of Annual General Meeting 2022", "Explanatory Notes to the Resolutions" or "Additional Information in respect of the Notice and Annual General Meeting (including in relation to appointment of proxies)", shall be to the relevant time in the United Kingdom.

Whether or not you intend to be present at the Annual General Meeting, please complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon possible and in any event no later than 10:00 a.m. on Tuesday, 28 June 2022. Alternatively, CREST members can register their proxy vote electronically by using the service provided by Euroclear. Further details are given in the "Additional Information in respect of the Notice and Annual General Meeting (including in relation to appointment of proxies)" commencing on page 7.



Ashtead Technology Holdings plc ("Ashtead Technology" or the "Company")
(Incorporated in England and Wales with company number 13424040)

1 Gateshead Close
Sunderland Road
Sandy
Bedfordshire
England
SG19 1RS
7 June 2022

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our inaugural annual general meeting ("**Annual General Meeting**") to be held at the offices of White & Case LLP at 5 Old Broad Street, London EC2N 1DW on Thursday, 30 June 2022 at 10:00 a.m. The formal notice of the Annual General Meeting (the "**Notice**") is set out on pages 3 to 4 of this document and contains the proposed resolutions. Explanatory notes to the business to be considered can be found on pages 5 to 6 of this document.

Format of the Annual General Meeting

The Annual General Meeting will be held as an in-person meeting, subject to any change in government guidance on public gatherings that may be in place at the date of the meeting. Any changes to the arrangements for the meeting will be published on the Company's website at <https://www.ashtead-technology.com/investors/> and announced via a Regulatory Information Service.

Voting

If you are unable to attend the Annual General Meeting, you can still be represented at the meeting by appointing a proxy to act on your behalf and by giving instructions on how you wish your proxy to vote on the proposed resolutions. Irrespective of whether or not you propose to attend the meeting, we would encourage you to appoint the Chair of the meeting as your proxy, this will ensure that your vote will be counted if ultimately you (or any other proxy you otherwise appoint) is not able to attend on the day for any reason. If you appoint the Chair of the meeting as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions set out in the Notice. Appointing a proxy will not prevent you from attending and voting in person if you wish to do so.

Instructions on how to appoint a proxy can be found in the Further Information section on pages 7 to 8 of this document. To be valid, your proxy appointment must be received at the address for delivery specified in the Further Information section no later than 10:00 a.m. on Tuesday, 28 June 2022.

Questions

Questions for the Board can be submitted in advance of the Annual General Meeting by emailing ashteadtechnology@vigoconsulting.com by no later than 10:00 a.m. on Tuesday, 28 June 2022. All questions received will be considered and, where appropriate, answered either ahead of or at the Annual General Meeting. Questions may also be submitted to the Board live during the meeting by those attending in person.

Recommendation

The Board considers that all the resolutions to be put to you at the Annual General Meeting are in the best interests of the Company and its shareholders and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The directors of the Company unanimously recommend that you vote in favour of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

I look forward to seeing you at the Annual General Meeting on Thursday, 30 June 2022.

Yours faithfully



Bill Shannon
Chair

Notice of Annual General Meeting 2022

Notice is hereby given that the annual general meeting (the **"Annual General Meeting"**) of Ashtead Technology Holdings plc (**"Ashtead Technology"** or the **"Company"**) will be held at the offices of White & Case LLP, at 5 Old Broad Street, London EC2N 1DW on Thursday, 30 June 2022 at 10:00 a.m. to consider and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 12 to 14 as special resolutions. All other resolutions will be proposed as ordinary resolutions. Voting on all resolutions at the Annual General Meeting will be by way of poll.

1. To receive the annual accounts of the Company and the reports of the directors for the financial year ended 31 December 2021, together with the reports of the auditors thereon (the **"Annual Report and Accounts 2021"**).
2. To approve the directors' remuneration report for the financial year ended 31 December 2021 as set out on pages 37 to 38 (inclusive) of the Annual Report and Accounts 2021.
3. To elect Ingrid Stewart as a director of the Company.
4. To elect Joseph Connolly as a director of the Company.
5. To elect Anthony Durrant as a director of the Company.
6. To elect Thomas Hamborg-Thomsen as a director of the Company.
7. To elect Allan Pirie as a director of the Company.
8. To elect William Shannon as a director of the Company.
9. To appoint BDO LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
10. To authorise the directors to set the remuneration of the auditors.
11. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Companies Act 2006) of £1,326,367 (representing 26,527,333 shares) (such amount to be reduced by the nominal amount allotted or granted under resolution 11(b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Companies Act 2006) of £2,652,733 (representing 53,054,666 shares) (such amount to be reduced by any allotments or grants made under resolution 11(a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 29 September 2023), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.
12. That, subject to the passing of resolution 11 above, the directors be given the power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:
 - (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and
 - (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash,

as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

 - (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 11(b) above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
 - (ii) in the case of the authorisation granted under resolution 11(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 12, up to an aggregate nominal amount of £198,955 (representing 3,979,100 shares),

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 29 September 2023), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

13. That, subject to the passing of resolutions 11 and 12 above, and in addition to the power given by resolution 12, the directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:
- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by resolution 11(a); and
 - (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be:
 - (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £198,955 (representing 3,979,100 shares); and
 - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors have determined 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, or for any other purposes as the Company in a general meeting may at any time by special resolution determine, and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 29 September 2023), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.
14. That a general meeting of the Company (other than an annual general meeting) may be called on not less than fourteen (14) clear days' notice.

By order of the Board

Ingrid Stewart
Company Secretary

7 June 2022
Registered Office
1 Gateshead Close
Sunderland Road
Sandy
Bedfordshire
SG19 1RS

Explanatory notes to the resolutions

The notes below explain the resolutions which will be proposed at the annual general meeting (the **“Annual General Meeting”**) of Ashtead Technology Holdings plc (**“Ashtead Technology”** or the **“Company”**) which will be held at the offices of White & Case LLP, at 5 Old Broad Street, London EC2N 1DW on Thursday, 30 June 2022 at 10:00 a.m.

Resolutions 1 to 11 will be 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 12 to 14 will be 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. The directors will, as required by the Companies Act 2006, present to the Annual General Meeting the Annual Report and Accounts 2021, together with the report of the auditors.

Resolution 2. This resolution is to approve the directors’ remuneration report for the financial period ended 31 December 2021 (the **“Director’s Remuneration Report”**). You can find the Directors’ Remuneration Report on pages 37 to 38 (inclusive) of the Annual Report and Accounts 2021. As this vote is an advisory vote, no entitlement of a director to remuneration is conditional on it. This resolution is put annually as required by the Companies Act 2006.

Resolutions 3-8. Resolutions 3 to 8 relate to the election of directors to the board of the Company (the **“Board”**). As all of the directors were appointed to the board in advance of the Company’s admission to trading on AIM in November 2021, all the directors as at the date of this Notice intend to retire from office at this first Annual General Meeting, and each of them seeks election by the Company’s shareholders for the first time.

Short biographical details of each of the directors standing for election are set out on pages 28 to 29 of the Annual Report and Accounts 2021 (the **“Director Biographies”**). The Board is satisfied that each director standing for election continues to be an effective member of the Board, to make a positive contribution and to demonstrate commitment to his or her role. The Board believes that the considerable and wide-ranging experience of the directors will continue to be invaluable to the Company.

Resolutions 9 and 10. Resolutions 9 and 10 relate to the appointment of BDO LLP as the Company’s auditor and the authorisation of the directors to determine their remuneration.

The Company’s auditor must be submitted for appointment or re-appointment at each general meeting at which the Company’s audited accounts are laid before shareholders.

On the recommendation of the audit committee, having considered numerous factors, including qualifications, expertise, resources, independence and objectivity of BDO LLP, the Board is proposing to shareholders the appointment of BDO LLP as the Company’s auditors for the current financial year. Resolution 9, therefore, proposes BDO LLP’s appointment as auditors to hold office until the Company’s next annual general meeting at which its accounts are laid before shareholders. Resolution 10 authorises the directors to determine the auditor’s remuneration.

Resolution 11. Your directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted on 17 November 2021 at the Company’s general meeting is due to expire at the earlier of the conclusion of the Company’s 2022 annual general meeting and 30 June 2022. The Board would like to seek a new authority to provide the directors with flexibility to allot new shares and grant rights up until the Company’s next annual general meeting, within the limits prescribed by the Investment Association.

The Investment Association’s guidelines on directors’ allotment authority state that the Association’s members will regard as routine any proposal at a general meeting to seek an general authority to allot an amount up to two-thirds of the existing share capital, provided that any amount in excess of one-third of the existing share capital is applied to fully pre-emptive rights issues only.

Accordingly, resolution 11 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares (a) up to an aggregate nominal amount of £1,326,367 (representing 26,527,333 shares), representing approximately one third (33.33%) of the Company’s existing issued share capital as at 6 June 2022 (being the latest practicable date prior to publication of this document); and (b) in connection with a rights issue, up to an aggregate nominal amount of £2,652,733 (representing 53,054,666 shares) (as reduced by allotments under paragraph (a) of the resolution), representing (before any reduction) approximately two thirds (66.67%) of the Company’s existing issued ordinary share capital as at 6 June 2022 (being the latest practicable date prior to publication of this document).

In each case, the reference to the Company’s issued ordinary share capital is to the issued ordinary share capital as at 6 June 2022 (being the latest practicable date prior to the publication of this document). The Company did not hold any treasury shares as at that date. The Company is proposing this resolution to give the Board flexibility, however the directors have no present intention of exercising this authority other than in relation to any issues of shares under existing employee share schemes. However, if they do exercise this authority, the directors intend to take note of relevant corporate governance guidelines in the use of such powers.

If given, these authorities will expire at the annual general meeting of the Company in 2023 or on 29 September 2023, whichever is the earlier.

Resolution 12. Your directors also require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The power granted on 17 November 2021 at the Company's last annual general meeting is due to expire at the earlier of the conclusion of the Company's 2022 annual general meeting and 30 June 2022. Accordingly, resolution 12 will be proposed as a special resolution to grant such a power.

Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £198,955 (representing 3,979,100 shares) (being approximately five per cent. (5%) of the Company's issued ordinary share capital as at 6 June 2022, being the latest practicable date prior to publication of this notice).

If given, this power will expire at the annual general meeting of the Company in 2023 or on 29 September 2023, whichever is the earlier.

The figure of five per cent. (5%) reflects the Pre-Emption Group 2015 Statement of Principles on Disapplying Pre-Emption Rights (the "**Statement of Principles**") which provides that a company may seek power to issue, on a non-pre-emptive basis, shares for cash in any one year representing (i) no more than five per cent. (5%) of the company's issued ordinary share capital; and (ii) no more than an additional five per cent. (5%) of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or capital investment (see Resolution 13 below). Your directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non pre-emptive basis pursuant to this power in excess of an amount equal to seven and a half per cent. (7.5%) of the total issued ordinary share capital of the Company in any rolling three (3) year period, without prior consultation with shareholders.

Resolution 13. Your directors are seeking this year a further power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings, to reflect the Statement of Principles (as defined above). Accordingly, resolution 13 will be proposed as a special resolution to grant such a power.

The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £198,955 (representing 3,979,100 shares) being approximately five per cent. (5%) of the Company's issued ordinary share capital as at 6 June 2022 (being the latest practicable date prior to publication of this notice). This is in addition to the five per cent. (5%) referred to in resolution 12.

If given, this power will expire at the annual general meeting of the Company in 2023 or on 29 September 2023, whichever is the earlier. Your directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles most recently published prior to the date of this notice) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six (6) month period and is disclosed in the announcement of the issue.

Resolution 14. The Companies Act 2006 requires the Company to give at least twenty-one (21) clear days' notice for a general meeting of the Company (other than annual general meetings) unless the Company:

- (a) has obtained shareholder approval for the holding of general meetings on shorter notice, which cannot be less than fourteen (14) clear days; and
- (b) offers the facility for all shareholders to vote by electronic means.

Resolution 14 seeks such approval and will be proposed as a special resolution. The minimum notice period for annual general meetings remains at least twenty-one (21) clear days' notice.

The shorter notice period would not be used as a matter of routine for general meetings. 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 such general meeting.

If given, this power will expire at the annual general meeting of the Company in 2023 or on 29 September 2023, whichever is the earlier.

Additional information in respect of the notice and Annual General Meeting (including in relation to appointment of proxies)

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that: (i) in order to have the right to attend and vote at the annual general meeting (the “**Annual General Meeting**”) of Ashtead Technology Holdings plc (“**Ashtead Technology**” or the “**Company**”) which will be held at the offices of White & Case LLP, at 5 Old Broad Street, London EC2N 1DW on Thursday, 30 June 2022 at 10:00 a.m.; and (ii) also for the purpose of determining how many votes a person entitled to attend and vote may cast, a person must be entered on the register of members of the Company at 10.00 p.m. on Tuesday, 28 June 2022 or, in the event of any adjournment, at 10.00 p.m. on the date which is two (2) days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting.
2. The Annual General Meeting will be held as an in-person meeting, subject to any change in government guidance on public gatherings that may be in place at the date of the meeting. Any changes to the arrangements for the in-person meeting required by changes in government guidance will be published on the Company’s website at <https://www.ashtead-technology.com/investors/> and announced via a Regulatory Information Service.
3. Questions for the Board can be submitted in advance of the Annual General Meeting by emailing ashteadtechnology@vigoconsulting.com by no later than 10:00 a.m. on Tuesday, 28 June 2022. All questions received will be considered and, where appropriate, answered either ahead of or at the Annual General Meeting. Questions may also be submitted to the Board live during the meeting by those attending in person.
4. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, to speak and to vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will have discretion as to whether and, if so, how he/she votes. You are strongly encouraged to vote by proxy and to appoint the Chair of the meeting as your proxy.
5. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact our registrar Computershare Investor Services PLC on 0370 707 1015 (callers from overseas should contact the Computershare Investor Services PLC overseas helpline on +44 370 707 1015) lines are open between 8:00 a.m. - 5:30 p.m., Monday to Friday excluding public holidays in England and Wales).
6. A member may appoint a proxy, and give voting instructions, by any of the following means:
 - a) **By completing and returning a hard copy form of proxy:** a member may appoint a proxy by completing a paper form in accordance with the instructions that accompany it and return it directly to our registrar Computershare Investor Services PLC at the Pavilions, Bridgwater Road, Bristol BS99 6ZY, together with, if appropriate, the power of attorney or other authority pursuant to which it is signed or a duly certified copy of that power or other authority, no later than 10:00 a.m. on Tuesday, 28 June 2022.
 - b) **By utilising the CREST electronic proxy appointment service:** a shareholder who is a CREST member can appoint a proxy in accordance with the procedures set out in Note 7.
7. A member of CREST may register the appointment of a proxy by using the CREST electronic proxy appointment service. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com) subject to the provisions of the Company’s articles of association. 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. Please note the following:
 - (i) 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 and International Limited’s (“Euroclear”) 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 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 3RA50) by the latest time(s) for receipt of proxy appointments specified in this notice. 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 Applications 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.
 - (ii) CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. 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.

Additional information in respect of the notice and Annual General Meeting
(including in relation to appointment of proxies) *continued*

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see Note 6) also apply in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior). If a member submits more than one (1) valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
11. Any person who is not a member of the Company, but has been nominated under section 146 of the Companies Act 2006 by a member of the Company (the "**relevant member**") to enjoy information rights, (the "**nominated person**") does not have a right to appoint any proxies under Note 6 above. A nominated person may have a right under an agreement with the relevant member to be appointed or to have somebody else appointed as a proxy for the meeting. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, he/she may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights. The statement of the above rights of the members in relation to the appointment of proxies does not apply to nominated persons. Those rights can only be exercised by members of the Company.
12. 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. If your shares are held within a nominee and you wish to access the Annual General Meeting, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to Computershare Investor Services PLC no later than 48 hours (excluding any part of a day that is not a business day) before the date of the Annual General Meeting.
13. Any member attending the Annual General Meeting has the right to ask questions. You may also submit questions to be considered at the meeting at any time up to 48 hours before the meeting by emailing ashteadtechnology@vigoconsulting.com. 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.
14. Copies of the terms and conditions of engagement of the non-executive directors are available for inspection at the Company's registered office during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays), from the date of this notice until the opening of business on the day which the meeting is held, and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting. Such documents are also available on the Company's website at <https://www.ashtead-technology.com/investors/>.
15. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at <https://www.ashtead-technology.com/investors/>.
16. As at 6 June 2022 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 79,582,000 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 79,582,000.
17. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of the Annual General Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
18. Voting on all the resolutions at this meeting will be conducted on a poll rather than a show of hands.