

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, solicitor or accountant or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your ordinary shares in Tyman plc, please hand this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Notice of Annual General Meeting 2013



## Notice of Annual General Meeting

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### Tyman plc

(incorporated and registered in England and Wales with registered number 02806007)

**Directors:**

Jamie Pike (Chairman)  
Louis Eperjesi  
James Brotherton  
Les Tench  
Martin Towers  
Angelika Westerwelle

**Registered Office:**

65 Buckingham Gate  
London  
SW1E 6AS

24 May 2013

To the holders of ordinary shares in Tyman plc (the "Company")

Dear Shareholder

**2013 Annual General Meeting**

I am pleased to be writing to you with details of the Annual General Meeting of the Company which is to be held at the offices of Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH on 24 June 2013 at 3:00 pm (the "AGM"). The formal notice convening the meeting is set out at pages 4 to 8 of this document. In this letter, I will provide you with a detailed explanation of the resolutions to be proposed at the meeting.

At the AGM, we will be proposing a number of resolutions, as set out below. Resolutions 1 to 13 will be proposed as ordinary resolutions. Resolutions 14 to 16 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the proposed special resolutions will be passed if at least 75% of the votes cast are in favour.

**Annual Report and Accounts (Resolution 1)**

This resolution deals with the delivery by the directors of the Company (the "Directors") to the shareholders of the Company ("Shareholders") of the accounts for its financial year ended 31 December 2012 (including the Directors' and auditors' report on those accounts) and the adoption thereof by the Company.

**Directors' Remuneration Report (Resolution 2)**

Shareholders are asked to consider and, if thought fit, to approve the Directors' Remuneration Report for the year ended 31 December 2012. As the vote is advisory it does not affect the actual remuneration paid to any individual Directors.

**Final Dividend (Resolution 3)**

Final dividends are approved by the Shareholders but cannot be more than the amount recommended by the Directors. The Directors are recommending a final dividend for the year ended 31 December 2012 of 3.5 pence per ordinary share due and payable on 25 June 2013 to the Shareholders on the register at close of business on 3 May 2013. This resolution seeks Shareholders' approval of the proposed dividend.

**Re-election of Directors (Resolutions 4 to 8)**

The Company's Articles of Association ("Articles") require that a Director retires from office at the third Annual General Meeting following his previous appointment or re-appointment at an Annual General Meeting. However, in accordance with the UK Corporate Governance Code (the "Code") and best practice the board of Directors ("Board") has agreed that each Director will voluntarily offer themselves for re-election at each Annual General Meeting. Accordingly, Jamie Pike, Louis Eperjesi, James Brotherton, Les Tench and Martin Towers will voluntarily offer themselves for re-election. The Company, as a company admitted to trading on AIM, has not been required to comply with the provisions of the Code. Nevertheless, the Company has complied with the main provisions of the Code with the exception that the Board has not previously undertaken a formal annual evaluation of its own performance and that of its committees and individual Directors in accordance with principle B6 of the Code. As provided in the Company's Annual Report and Accounts for the financial year ended 31 December 2012, it is the Board's intention to carry out such annual evaluation for the financial year ended 31 December 2013. Biographical details of the Directors are set out in the Appendix and their re-election is recommended by the Board.

## Notice of Annual General Meeting continued

### **Election of Director (Resolution 9)**

The Articles require any new Director appointed to the Board since the last Annual General Meeting to retire and seek reappointment. During the year Dr Angelika Westerwelle joined the Board as a new Non-executive Director and accordingly is retiring and offering herself for reappointment. Dr Westerwelle has extensive and relevant experience in international manufacturing and in the development of medium sized businesses which the Board believes will be of great benefit to the Company, and her election is therefore recommended by the Board. Biographical details of Dr Westerwelle are set out in the Appendix.

### **Reappointment of auditors and auditors' remuneration (Resolutions 10 and 11)**

The Company's auditors, PricewaterhouseCoopers LLP, ("Auditors") were appointed at the last Annual General Meeting of the Company held on 25 May 2012. Their period of office expires at the conclusion of the AGM. Resolution 10 proposes their reappointment as the Auditors. It is normal practice for the Directors to be authorised to fix the Auditors' remuneration and this is dealt with in resolution 11.

### **Political donations (Resolution 12)**

It is the policy of the Company not to make donations to political parties or incur political expenditure and it has no present intention of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate. However, the Companies Act 2006 ("Act") contains wide definitions of "political donation", "political organisation" and "political party" and, as a result, it is possible that the Company and its subsidiaries may be prohibited from supporting bodies which it is in the shareholders' interest for the Company to support; for example, bodies concerned with policy review or law reform, with the representation of the business community (or sections of it) or special interest groups. Sponsorship, subscriptions, payment of expenses and paid leave for employees fulfilling public duties may even fall under the definitions. If this resolution is passed the Company and its subsidiaries will be authorised to make donations and incur expenditure which might otherwise be prohibited by legislation, up to a limit of, in aggregate, £50,000. The Directors consider that the authority is necessary to provide the Company with comfort that it will not, because of uncertainties as to the scope and interpretation of the legislation, unintentionally commit a technical breach of it. In common with other listed companies, the Directors are therefore seeking Shareholders' approval in the terms outlined in this resolution.

### **Directors' authority to allot shares (Resolution 13)**

The Act provides that the Directors may not allot ordinary shares unless authorised to do so by the Company in general meeting or by its Articles. This resolution seeks renewal, for a further period expiring at the earlier of the close of the next Annual General Meeting or 24 September 2014, of the authority previously granted to the Directors at last year's Annual General Meeting.

The authority relates to a total of 56,507,301 ordinary shares, being one third of the issued share capital of the Company as at 23 May 2013 (being the latest practicable date prior to publication of this document). In addition, in accordance with the guidelines issued by the Association of British Insurers, the resolution also contains an authority for the Directors to allot a further 56,507,301 ordinary shares in connection with a pre-emptive offer by way of rights issue.

The Directors have no present intention of allotting, or agreeing to allot any shares otherwise than in connection with our employee share schemes, to the extent permitted by such schemes. The Directors continue to consider potential transactions and in the event of one of these potential transactions proceeding, this may require the allotment of shares pursuant to this authority.

### **Disapplication of statutory pre-emption rights (Resolution 14)**

The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The Directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash without first having to offer such shares to existing Shareholders. The Directors' current authority expires at the close of the forthcoming AGM and, accordingly, this resolution seeks to renew this authority on similar terms for a further period, expiring at the earlier of the close of the next Annual General Meeting or 24 September 2014.

The authority, if granted, will relate to allotment in respect of (i) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas Shareholders and in relation to fractional entitlements and certain other technical matters and (ii) generally to allotments (other than in respect of pre-emptive offerings) of equity securities having an aggregate nominal value not exceeding £423,804 (being approximately 5% of the issued ordinary share capital of the Company as at 23 May 2013 (being the latest practicable date prior to the publication of this document)). The Directors do not have any present intention of exercising this authority and do not intend to issue more than 7.5% of the issued share capital of the Company on a non-pre-emptive basis in any rolling three-year period without prior consultation with the relevant investor groups.

**Authority to purchase ordinary shares (Resolution 15)**

This resolution is to renew the Company's authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all, and the Board has no present intention of exercising this power but would wish to retain the flexibility to do so in the future. The authority will expire at the earlier of the conclusion of the next Annual General Meeting or 24 September 2014. The Board intends to seek renewal of this power at subsequent Annual General Meetings.

The resolution specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 23 May 2013) and the maximum and minimum prices at which they may be bought, reflecting legal and regulatory requirements. Any purchases would only be made on the London Stock Exchange. The Directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and a decision would be taken in the light of prevailing circumstances. The Board will only exercise the power to make purchases of shares after consideration of the effects on earnings per share and the benefits for Shareholders generally.

**Length of notice of meetings (Resolution 16)**

This is a resolution to authorise the Company to hold general meetings on 14 days' notice. The notice period required by the Act for general meetings of the Company is 21 days, unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings must always be held on at least 21 clear days' notice. 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 and a resolution approving the reduction of the notice period for general meetings to 14 days must be passed. The Directors believe that obtaining this authority is desirable as it gives the Company an additional degree of flexibility.

**Action to be taken**

Whether or not you are able to attend the meeting, you are asked to complete the enclosed form of proxy and to post it to the Company's Registrars at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, as soon as possible but, in any event, to arrive no later than 3:00 pm on 21 June 2013. Completion and posting of the form of proxy will not preclude you from attending and voting in person at the AGM should you wish to do so.

If you are a member of CREST, you may register your appointment of a proxy through the CREST electronic appointment service using CREST ID RA10. For further details, refer to the CREST manual. Completion of a form of proxy or the appointment of a proxy electronically will not stop you attending the AGM and voting in person should you so wish.

A "vote withheld" option is provided on the form of proxy accompanying this Notice of Meeting which is to enable you to withhold your vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a resolution.

**CREST – Regulation 41 of the Uncertificated Securities Regulations 2001**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered in the register of members of the Company as at 6:00 pm on 21 June 2013 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.

**Documents for inspection**

Copies of the Directors' service contracts and the letters of appointment for the Non-executive Directors will be available for inspection during business hours on any weekday from the date of this letter until the conclusion of the AGM at the Company's registered office. These documents will also be available for inspection at the place of the AGM for at least 15 minutes prior to, and during, the AGM.

**Recommendation**

The Directors believe that all the resolutions referred to above which are to be proposed at the AGM are in the best interests of the Company and of the Shareholders as a whole and recommend Shareholders to vote in favour of them, as each of the Directors intends to do in respect of his or her own beneficial holding.

Yours faithfully

**Jamie Pike**  
Chairman

## Notice of Annual General Meeting continued

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### Tyman plc

(incorporated and registered in England and Wales with registered number 02806007)

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Tyman plc (the "Company") will be held at the offices of Pinsent Masons LLP, 3 Colmore Circus, Birmingham B4 6BH, on 24 June 2013 at 3:00 pm, for the following purposes:

### Ordinary resolutions

To consider and, if thought fit, to pass the following resolutions to be proposed as ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2012 together with the reports of the directors and auditors.
2. To receive and approve the directors' remuneration report for the financial year ended 31 December 2012.
3. To declare a final dividend of 3.5 pence per ordinary share for the financial year ended 31 December 2012.
4. To re-elect Jamie Pike as a director of the Company.
5. To re-elect Louis Eperjesi as a director of the Company.
6. To re-elect James Brotherton as a director of the Company.
7. To re-elect Les Tench as a director of the Company.
8. To re-elect Martin Towers as a director of the Company.
9. To elect Angelika Westerwelle as a director of the Company (who offers herself for election as a director, having been appointed by the Board since the last Annual General Meeting).
10. To re-appoint PricewaterhouseCoopers LLP as independent auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
11. To authorise the directors to set the remuneration of the independent auditors.
12. That, in accordance with sections 366 and 367 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective are authorised to:
  - a. make political donations to political parties and/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;

in each case during the period commencing on the date of this resolution and ending at the end of the next Annual General Meeting of the Company or, if earlier, on 24 September 2014 and provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during such period. For the purpose of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" shall have the meanings set out in sections 363 to 365 (inclusive) of the Act.



13. THAT the directors be and are hereby generally and unconditionally authorised (in substitution for all existing authorities) to exercise all powers of the Company in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights"):

- a. up to an aggregate nominal amount of £2,825,365; and
- b. comprising equity securities (as defined in the Act) up to a nominal amount of £5,650,730 (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under paragraph (a) above of this resolution) in connection with an offer by way of a rights issue:
  - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
  - ii. to the holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

such authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 24 September 2014 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority expires and the directors may allot shares or grant Rights under any such offer or agreement as if this authority had not expired.

#### **Special resolutions**

To consider and, if thought fit, to pass the following resolutions to be proposed as special resolutions:

14. THAT the directors be and are hereby empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 13 above or by way of a sale of equity securities held as treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- a. the allotment of equity securities, or sale of equity securities held as treasury shares, in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders (excluding any shareholder holding shares as treasury shares) and in favour of holders (excluding any holder holding shares as treasury shares) of any other class of equity security in accordance with the rights attached to such class where the equity securities respectively attributable to the interests of such persons on a fixed record date are proportionate (as nearly as may be) to the respective numbers of equity securities held by them, or are otherwise allotted or sold in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and
- b. the allotment of equity securities and/or sale of equity securities held as treasury shares (otherwise than pursuant to subparagraph a. of this Resolution 14 above) up to an aggregate nominal value of £423,804,

and shall expire at the close of the Annual General Meeting of the Company or, if earlier, 24 September 2014, save that the Company may make an offer or agreement before such expiry which would or might require equity securities to be allotted or sold after such expiry and the directors may allot or sell equity securities in pursuance of such an offer or agreement as if the power conferred thereby had not expired.

## Notice of Annual General Meeting continued

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15. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares with nominal value of 5 pence 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 ordinary shares of 5 pence nominal value hereby authorised to be purchased is 16,952,190;
  - b. the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 5 pence;
  - c. the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased;
  - d. any ordinary shares purchased pursuant to this authority shall be cancelled, or, if the directors so determine, held as treasury shares;
  - e. the authority hereby conferred shall expire on the close of the next Annual General Meeting of the Company or, if earlier, on 24 September 2014 unless previously renewed, revoked or varied by the Company in general meeting; and
  - f. the Company may make a contract for the purchase of its ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of its ordinary shares in pursuance of such a contract as if such authority had not expired.
16. THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board

**Kevin O'Connell**  
Company Secretary  
24 May 2013

**Registered Office:**  
65 Buckingham Gate,  
London SW1E 6AS



**NOTES****Website address**

- Information regarding the meeting is available at [www.tymanplc.com](http://www.tymanplc.com).

**Entitlement to attend and vote**

- Only those holders of ordinary shares registered on the Company's register of members at 6:00 pm on 21 June 2013, or, if this meeting is adjourned, at 6:00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

**Appointment of Proxies**

- Members entitled to attend, speak and vote at the meeting (in accordance with Note 2 above) are entitled to appoint one or more proxies to attend, speak and vote in their place. If you wish to appoint a proxy please use the Form of Proxy enclosed with this document or follow the instructions at Note 7 below if you wish to appoint a proxy through the CREST electronic proxy appointment service. In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding. The completion and return of the Form of Proxy will not stop you attending and voting in person at the meeting should you wish to do so. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies use a separate copy of the Form of Proxy (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope.
- You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words "the Chairman of the Meeting" on the Form of Proxy and insert the full name of your appointee.
- You can instruct your proxy how to vote on each resolution by ticking the "For" and "Against" boxes as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution please tick the box which is marked "Vote Withheld". It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the meeting.

A company incorporated in England and Wales or Northern Ireland should execute the Form of Proxy under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.

**Appointment of Proxy using Hard Copy Form**

- The Form of Proxy and any power of attorney (or a notarially certified copy or office copy thereof) under which it is executed must be received by Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU by 3:00 pm on 21 June 2013 in respect of the meeting. Any Forms of Proxy received before such time will be deemed to have been received at such time. In the case of an adjournment, the Form of Proxy must be received by Capita Registrars no later than 48 hours before the rescheduled meeting.

On completing the Form of Proxy, sign it and return it to Capita Registrars at the address shown on the reverse of the Form of Proxy. As postage has been pre-paid no stamp is required. You may, if you prefer, return the Form of Proxy in a sealed envelope to the address shown above.

**Appointment of Proxies through CREST**

- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held on the above date and any adjournment(s) thereof 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 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.

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 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 Company's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointee through CREST should be communicated to the appointee through other means.

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 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be lodged at 3:00 pm on 21 June 2013 in respect of the meeting. Any such messages received before such time will be deemed to have been received at such time. In the case of an adjournment, all messages must be lodged with Capita Registrars no later than 48 hours before the rescheduled meeting.

**Termination of proxy appointments**

- In order to revoke a proxy instruction you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU.

In the case of a member which is a company, the revocation notice must be executed under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation notice.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified in note 2 above then, subject to the paragraph directly below, your proxy will remain valid.

If you submit more than one valid proxy appointment in respect of the same ordinary shares, the appointment received last before the latest time for receipt of proxies will take precedence.

Completion of a Form of Proxy will not preclude a member from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.

## Notice of Annual General Meeting continued

### Nominated Persons

9. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person"). The rights set out above to appoint a proxy cannot be exercised by a Nominated Person, they can only be exercised by the member. A Nominated Person may, however, under an agreement between him/her and the member 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 member as to the exercise of voting rights.

### Issued Shares and total voting rights

10. The total number of shares in issue in the Company as at 23 May 2013 (being the latest practicable date before publication of this document) is 170,104,385 ordinary shares of 5 pence each. Of these, 582,483 are held in Treasury which represents 0.34% of the total issued ordinary shares (excluding treasury shares) as at 23 May 2013 (being the latest practicable date before publication of this document). Therefore the total number of ordinary shares with voting rights is 169,521,902. On a vote by a show of hands, every holder of ordinary shares who (being an individual) is present by a person, by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote. On a poll every holder of ordinary shares who is present in person or by proxy shall have one vote for every ordinary share held by him.

### Communication

11. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- calling Capita Registrar's shareholder helpline (lines are open from 9:00 am to 5:30 pm Monday to Friday, excluding public holidays):
    - (i) From UK: 0871 664 0300 (calls cost 10 pence per minute plus network extras);
    - (ii) From Overseas: +44 208 639 3399 (calls from outside the UK are charged at applicable international rates); or
  - in writing to Capita Registrars.

You may not use any electronic address provided either:

- in this Notice of Meeting; or
- any related documents (including the Form of Proxy for this meeting)

to communicate with the Company for any purposes other than those expressly stated.

### Other

12. 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. It is no longer necessary to nominate a designated corporate representative.
13. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member of the Company attending the AGM, except (i) if to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; or (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's accounts that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the Annual General Meeting held in 2012. 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.

A copy of this Notice of AGM, and other information required by section 311A of the Companies Act 2006, can be found at the Company's website: [www.tymanplc.com](http://www.tymanplc.com)

## Appendix

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### **Jamie Pike**

#### **Non-executive Chairman**

Jamie Pike (aged 57) became a Non-executive Director and Non-executive Chairman in November 2009. He was chief executive of Foseco plc, an international business serving the foundry and steel making industries, until its acquisition by Cookson Group plc in April 2008. He led the buy-out of Foseco from Burmah Castrol in 2001, which culminated in flotation on the main market in 2005. Mr Pike was educated at Oxford, holds an MBA from INSEAD and is a Member of the Institute of Mechanical Engineers. His early career was as a consultant with Bain and Co and A T Kearney before joining Burmah Castrol in 1991. He rose to chief executive of Burmah Castrol Chemicals before leading the Foseco buy-out. He has previously been a non-executive director of two FTSE 250 companies, RMC Group plc and Kelda Group plc, and is currently chairman of RPC Group plc, MBA Polymers Inc. and the Lafarge Tarmac Joint Venture.

### **Louis Eperjesi**

#### **Chief Executive Officer**

Louis Eperjesi (aged 51) was appointed to the Board in February 2010. Mr Eperjesi has an extensive and successful track record in the building materials and manufacturing sectors, most recently at Kingspan Group plc, the international Building Products business, where he was an executive director on the main board and divisional managing director of Kingspan Insulated Panels, the Group's largest division. Prior to joining Kingspan, Mr Eperjesi held a range of senior management positions at subsidiaries of Baxi Group plc, Lafarge, Redland plc and Caradon plc.

### **James Brotherton**

#### **Chief Financial Officer**

James Brotherton (aged 43) was appointed as Chief Financial Officer in May 2010. Mr Brotherton joined Tyman as Head of Corporate Development in 2004. He was previously a director in the Investment Banking Division of Citigroup, having also worked for HSBC and Ernst & Young. He is a Chartered Accountant.

### **Les Tench**

#### **Non-executive Director**

Les Tench (aged 68) became a Non-executive Director and the Chairman of the Remuneration Committee in December 2009. He has considerable experience in building products, having joined CRH plc in 1992 where from 1998 until his retirement in December 2002 he was managing director of CRH Europe – Building Products. He was also a non-executive director of the privately owned family business Shepherd Building Group Limited (Construction and Engineering, Manufacturing and Property Development) from 1994 until 2004, a non-executive director of Norcros plc until 2012 and the non-executive chairman of SIG plc from 2004 until January 2011.

### **Martin Towers**

#### **Non-executive Director**

Martin Towers (aged 60) became a Non-executive Director, the Senior Independent Director and the Chairman of the Audit Committee in December 2009. He was chief executive of Spice plc until its sale to Cinven in December 2010. Previously, he was group finance director of Kelda Group plc from 2003 until February 2008. Mr Towers is a fellow of the Institute of Chartered Accountants in England and Wales and began his career with Coopers & Lybrand (now PricewaterhouseCoopers) before moving to the retailer Ward White Group plc. He has served as group finance director of McCarthy & Stone plc, The Spring Ram Corporation plc and Allied Textile Companies plc. He was a non-executive director of Homestyle Group plc from 2004 to 2006. Mr Towers is currently a non-executive director of KCOM Group plc and RPC Group plc and chairman of Norcros plc.

### **Dr Angelika Westerwelle**

#### **Non-executive Director**

Dr Angelika Westerwelle (aged 50), a German national, became a Non-executive Director in November 2012. She is the managing director of PPG-Pet Products GmbH, a joint venture of five Euro-Asian companies in the pet accessory market. She is also the managing partner of Lanax Management GmbH, an investment and consulting company. She acts as non-executive director of Pinova Capital GmbH and is a member of the German Monopolies Commission. Dr Westerwelle has extensive operational experience, including her previous roles in mid-sized engineering companies as CEO of RMG Regel-und Messtechnik GmbH and as managing director of the Weidemann Group. She has also worked as a management consultant for several years with The Boston Consulting Group and Alix Partners GmbH. Dr Westerwelle graduated from the University of Aachen, earned a graduate degree from Cambridge University and a Master of Public Administration from Harvard University. She later received her Doctorate in Economics from the Aachen Institute of Technology.

