



This document is important and requires your immediate attention.

If you are in any doubt about what action you should take, you are recommended to consult a stock broker, bank manager, solicitor, accountant or other independent adviser immediately.

If you have recently sold or otherwise transferred all of your Jaywing plc shares, please pass this document and the accompanying Form of Proxy to the purchaser or transferee, or to the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

JAYWING

Jaywing plc
Chairman's explanatory
letter and Notice of Meeting

General Meeting

23 December 2020



JAYWING

(Registered in England and Wales with registered number 05935923)

25 November 2020

Dear Shareholder,

Introduction

A General Meeting (“GM”) is to be held at the offices of Jaywing PLC, Albert Works, 71 Sidney Street, Sheffield, S1 4RG, on **Wednesday 23** December 2020 at 11.00 am. The notice of meeting is set out on page 4 of this document. The purpose of this letter is to provide you with information on all of the proposals, to explain why your Board considers them to be in the best interests of the Company and the shareholders as a whole, and to recommend that you vote in favour of the Resolutions to be proposed at the GM.

The continuing coronavirus (COVID-19) pandemic has led to the imposition of significant restrictions on public gatherings which probably will not have been lifted by **23** December 2020. The General Meeting venue cannot accommodate a large meeting on the date of the GM, and the Company therefore notifies its shareholders that physical attendance in person at the GM is not possible, in which case the meeting will take place with the minimum necessary quorum of two shareholders, which will be facilitated by the Company in line with the Government’s social distancing advice as at that time.

In light of these circumstances the Board encourages shareholders to submit proxy forms and to appoint the Chairman of the meeting as their proxy with their voting instructions.

Further, it encourages you to submit any question that you would like to be answered by sending it, together with your name as shown on the Company’s register of members and the number of shares held, to the following email address: AGM@jaywing.com so that it is received by no later than 11.00 a.m. on **21** December 2020. Please insert “GM – Shareholder Questions” in the subject header box of your email. The Company will endeavour to respond to all questions either on the Company’s website or respond individually.

Details of all the Resolutions to be proposed at the General Meeting are set out below.

Resolution 1: Approval of the Financial Statements of Jaywing PLC for the year ended 31 March 2020

The 2020 Annual Report and Accounts are enclosed with this document if you have opted for a paper copy, or are available on the website www.Jaywing.com, under the Investors section.

Resolution 2: to re-appoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting, at which the accounts are laid before the Company

General Meeting

As explained above, the Resolutions are subject to the approval of Shareholders at the General Meeting. Set out at the end of this document is a notice convening a General Meeting of the Company to be held at 11.00 am on **23** December 2020 at the offices of Jaywing PLC, Albert Works, 71 Sidney Street, Sheffield, S1 4RG.

Action to be taken

A form of proxy for use at the GM is enclosed. Shareholders are encouraged to complete, sign and return the form of proxy in accordance with the instructions printed on it so as to be received by the Company’s registrars, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event not later than 11.00 am on **21** December 2020.

Recommendation

The Board is of the opinion that the Resolutions are in the best interests of shareholders as a whole and, accordingly, recommends you vote in favour of the Resolutions. The Directors who are interested in the ordinary share capital intend to vote in favour of the Resolutions.

Yours faithfully

Ian Robinson
Chairman

NOTICE OF MEETING

Notice is hereby given that a General Meeting will be held at the offices of Jaywing PLC, Albert Works, 1 Sidney Street, Sheffield, S1 4RG, on **Wednesday 23** December 2020 at 11.00 am for the following purposes:

Ordinary business:

1. To receive and adopt the financial statements for the year ended 31 March 2020 together with the reports of the Directors' and Auditor thereon
2. To re-appoint Grant Thornton UK LLP as the auditor of the Company.

25 November 2020
By Order of the Board

Caroline Ackroyd
Company Secretary

Registered Office: Albert Works, 71 Sidney Street, Sheffield S1 4RG

Notes:

1. The continuing coronavirus (COVID-19) pandemic has led to the imposition of significant restrictions on public gatherings which may or may not have been lifted by **23** December 2020.
2. The GM venue cannot accommodate a large gathering on the date of the GM, and the Company therefore wishes to notify its Shareholders that physical attendance in person at the GM will not be possible, in which case the meeting will take place with the minimum necessary quorum of two shareholders, which will be facilitated by the Company in line with the Government's social distancing advice as at that time.
3. Pending further developments, the Board:
 - encourages Shareholders to submit their votes via proxy as early as possible, and Shareholders should appoint the Chairman of the meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy may not be able to attend the GM in person or cast the Shareholder's vote;
 - proposes that voting at the meeting will be conducted by means of a poll on all resolutions, with each Shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the meeting to be counted;

- encourages you to submit any question that you would like to be answered by sending it, together with your name as shown on the Company's register of members and the number of shares held, to the following email address: AGM@jaywing.com so that it is received by no later than 11.00 a.m. on **21 December 2020**. Please insert "GM – Shareholder Questions" in the subject header box of your email. The Company will endeavour to respond to all questions either on the Company's website or respond individually.
4. In order to reduce the risk of infection, there will be no presentations from the Directors, the meeting will end immediately following the formal business of the meeting and there will be no refreshments. The Company is taking these precautionary measures to comply with the enhanced restrictions on travel and public gatherings imposed by the UK Government and to safeguard its Shareholders' and employees' health and make the meeting as safe and as efficient as possible. The Company will take such further steps as are required with the health and wellbeing of its shareholders and employees in mind.
 5. To be valid, the enclosed Form of Proxy for the General Meeting together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited by 11.00 am on **21 December 2020** at the offices of the Company's registrars, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD.
 6. To appoint a proxy, or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID: 7RA11) by 11.00am on **21 December 2020**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means.
- CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) of the Uncertified Securities Regulations 2001. In any case, your Form of Proxy must be received by the Company's registrars no later than 11.00am on **21 December 2020**.
7. Any corporation that 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.
 8. The Company, pursuant to regulation 41 of the Uncertified Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at close of business on **21 December 2020** or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to vote at the aforesaid general meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the register of members after close of business on **21 December 2020** or, in the event that the meeting is adjourned, in the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to vote at the meeting.
 9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

A Form of Proxy is enclosed.

JAYWING

Jaywing plc
Albert Works, 71 Sidney Street
Sheffield, S1 4RG

www.jaywingplc.com

Registered in England no. 05935923