

Notice of 2025 Annual General Meeting

Wednesday, 14 May 2025 at 4.00pm

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the contents of this document or the action you should take you are recommended to consult an independent adviser authorised under the Financial Services and Markets Act 2000.

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Change of name to Hampden Bank

As advised in the recent New Share Register letter, we are now trading as 'Hampden Bank' which is reflected in the updated branding of this Notice.

Hampden & Co plc remains our legal entity name and you will see this continue to be used in relation to official company processes such as the AGM or documents such as the share certificate.

Shareholder letter

Dear shareholder,

Invitation to the Hampden & Co plc Annual General Meeting (AGM) 2025

I am pleased to invite you to our 2025 AGM, which will be held in our new offices at 20/21 Charlotte Square, Edinburgh, EH2 4DF on **Wednesday, 14 May 2025 at 4:00pm**.

There will be an opportunity to meet our new Chief Executive Officer, Tracey Davidson, and to experience our much-improved facilities. Following the AGM, we will mark ten years since the Bank opened its doors with a celebration in Charlotte Square Gardens.

This milestone provides an opportunity to reflect on our journey so far, look ahead to what the future holds and thank you, our shareholders, for your continued support.

Business of the meeting and the Board's recommendation

The resolutions to be proposed at the meeting are detailed in this Notice, along with explanatory notes for further context.

The Board believes that all resolutions set out this Notice are in the best interests of the Company and its shareholders as a whole and is unanimous in recommending that you vote in favour of each resolution.

Board changes and Director elections

In accordance with our Articles of Association, all newly appointed Directors and a proportion of continuing Directors will resign and seek re-appointment by shareholders at the AGM.

Tracey Davidson joined the Board as Executive Director and Chief Executive Officer in October 2024 and is standing for election by shareholders for the first time at the 2025 AGM.

Kaushalya Somasundaram is seeking election as Non-Executive Director and Finlay Williamson is seeking re-election as a Non-Executive Director.

A summary of the skills and experience of the Directors standing for election or re-election can be found in our Annual Report and Accounts. Biographies of all Directors are also available on our website at www.hampdenbank.com/about-us/shareholder-information.

Voting and results

We strongly encourage all shareholders to cast their votes, either in advance of the AGM by submitting proxy voting instructions or in person on the day. Full details on how to vote are provided in this Notice. The results of the voting will be published in our AGM minutes on our website following the meeting.

Registering for the AGM and/or 10 year celebration

If you wish to attend the AGM or celebration event, please RSVP to events@hampdenbank.com including any dietary requirements by **5:00pm on Friday 9 May 2025**.

Event	Location	Time
AGM – In person	20/21 Charlotte Square, Edinburgh, EH2 4DF	4:00pm-5:00pm
AGM – Online via Teams	Teams – Joining details will be provided via email upon confirmation of your attendance	4:00pm-5:00pm
10 year celebration – Drinks reception	Charlotte Square Gardens, Edinburgh	5:30pm-8:00pm

Please note that while shareholders joining via Teams will have the ability to observe the proceedings and participate in discussions, they will not be able to participate in live voting on resolutions.

If you are receiving this Notice by post and prefer to receive future communications via email, you can sign up at www.shareview.co.uk.

We look forward to welcoming you to our new offices and sharing updates on our progress and future plans. We greatly appreciate your continued support and engagement.



Gordon Syme
Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Hampden & Co plc (**Company**) will be held at 20/21 Charlotte Square, Edinburgh, EH2 4DF on **Wednesday, 14 May 2025 at 4:00pm** for the purpose of considering and, if thought fit, passing the resolutions set out below.

Business of the meeting

Ordinary resolutions

Resolution 1	To receive the Company's accounts for the financial period ended 31 December 2024 and the associated reports of the Directors and the auditors.
Resolution 2	To declare a final dividend of 3.2 pence per share for the financial period ended 31 December 2024, to be paid on 13 June 2025 to the shareholders on the Company's register of members at 5:00pm on 9 May 2025 .
Resolution 3	To re-appoint Deloitte LLP as the Company's auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
Resolution 4	To authorise the Board of Directors of the Company to determine the remuneration of the Company's auditors.
Resolution 5	To re-elect TRACEY ANN DAVIDSON as Director, who retires at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 6	To elect KAUSHALYA JEGASOTHY SOMASUNDARAM as Director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.
Resolution 7	To re-elect FINLAY FERGUSON WILLIAMSON as Director, who retires by rotation at this Annual General Meeting and, being eligible, offers themselves for re-appointment.

Special resolutions

To consider and, if thought fit, pass resolutions 7 to 8 as special resolutions:

Resolution 8	<p>To extend the authorities to allot shares.</p> <p>That, in accordance with section 551 of the Companies Act 2006 (CA 2006), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £945,178.60 (i.e. 20% of current shares in issue) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the close of the Company's 2026 Annual 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 and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p> <p>This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.</p>
Resolution 9	<p>To dis-apply pre-emption rights.</p> <p>That, subject to the passing of resolution 6 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 12, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:</p> <ul style="list-style-type: none"> i) be limited to the allotment of equity securities up to an aggregate nominal amount of £945,178.60; and ii) expire on the close of the Company's 2026 Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Gordon Syme

Company Secretary

16 April 2025

Registered Office: 20/21 Charlotte Square, Edinburgh EH2 4DF
Registered in Scotland Number SC386922

Shareholder Q&A

What is my entitlement to vote?

Only holders of ordinary shares are entitled to attend, speak and vote at the AGM. Members entitled to attend, speak and vote can appoint a proxy to exercise all or any of their rights on their behalf. A proxy does not need to be a member of the Company.

Only shareholders registered in the Company's register of members as at **6:30pm on 12 May 2025** (or two business days before any adjourned meeting) are entitled to vote. Any changes to the register after this deadline will be disregarded in determining the rights of any person to vote at the AGM.

How do I vote?

By post: Complete and send the proxy form to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by the deadline.

Online: Complete the proxy form via www.shareview.co.uk by clicking on 'Vote Online'.

In person: You can vote in person at the AGM via poll.

Please note: The 'vote withheld' option allows you to abstain from a resolution but is not legally considered a vote and will not be counted in the 'for' or 'against' totals.

When is the deadline for receipt of a proxy form?

Your proxy must be lodged by 4:00pm on 12 May 2025 in order to be considered valid.

How do I appoint a proxy?

Members entitled to vote can appoint a proxy to exercise their rights on their behalf. If you wish to appoint a person other than the Chair of the meeting, enter that person's name and specify the number of shares they will represent. If no name is entered, signing and returning the form will authorise the Chair to act as your proxy.

Can I appoint multiple proxies?

Yes. If appointing multiple proxies, photocopy the proxy form and specify the number of shares assigned to each proxy. You can also appoint multiple proxies online.

How do I correctly complete the proxy form?

For companies: The proxy form must be executed under the company's common seal or signed by a duly authorised officer.

For joint holders: Any joint holder may sign the proxy form. However, the vote of the person listed first in the register of members will be counted, excluding all others.

Power of attorney: If the proxy form is signed under a power of attorney or other authority, a certified copy of such authority must be included with the proxy form (if not already provided to Equiniti Limited).

How do I change my proxy instructions?

To amend your proxy instructions, submit a new proxy form before the deadline. If multiple valid proxy forms are received, the most recent submission before the deadline will be counted.

Can I revoke my proxy instructions?

Yes. To revoke your proxy instructions, send a signed written notice stating your intention to revoke your instructions to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. The revocation must be received by **4:00pm on 12 May 2025** to be valid.

If the revocation is received after this time, your proxy instructions will remain valid.

Can I ask questions at the AGM?

Yes. Shareholders have the right to ask questions related to the business of the meeting. The Chair will allow reasonable opportunities for questions during the meeting.

Shareholders are encouraged to submit questions in advance by email to investors@hampdenbank.com no later than **5:00pm on 9 May 2025**.

Who can I contact for more information?

For any questions regarding the proxy form, please contact the Company's Registrars, Equiniti Limited:

By post: Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA

Online: www.shareview.co.uk

Telephone: +44 (0)371 384 2030

Explanatory notes

Resolution 1 – Company’s accounts

The Directors are required to present the Company’s accounts for the financial period ended 31 December 2024 and the associated reports of the Directors and the auditors to the AGM for consideration by shareholders.

Resolution 2 – Dividend

In light of the Company’s financial performance in the year ended 31 December 2024, the Directors recommend a final dividend of 3.2 pence per share.

The proposal to pay a final dividend is subject to approval by shareholders at the AGM.

The dividend would be paid on the **13 June 2025** to the shareholders on the Company’s register of members at **5:00pm on 9 May 2025**.

Resolutions 3 and 4 – Auditors and remuneration

The Company is required to appoint an auditor to serve until the next AGM.

The Directors recommend the re-appointment of Deloitte LLP as the Company’s auditors and that the Directors should be authorised to determine the auditors’ remuneration.

Resolutions 5 to 7 – Re-appointment of Director

The Articles of Association provide that:

- i) any new Directors in office since the last preceding AGM undergo retirement, making them eligible for re-appointment by an ordinary resolution of the shareholders;
- ii) all Directors in office during the two preceding AGMs undergo rotational retirement, making them eligible for re-appointment by an ordinary resolution of the shareholders; and
- iii) a minimum of the number nearest to, but not exceeding, one third of the Directors in office as at the date of notice of AGM shall undergo rotational retirement, making them eligible for re-appointment by an ordinary resolution of the shareholders.

The Directors recommend the re-appointment of each of the Directors eligible for retirement.

Special resolutions 8 and 9 – Allotment of shares and statutory pre-emption rights

At the AGM 2024, the Directors were authorised by the shareholders to allot shares, free from statutory pre-emption rights, having an aggregate nominal value of up to £985,678.60 (being up to 19,653,572 ordinary shares of £0.05 nominal value each) (Existing Authorities).

The Existing Authorities are scheduled to expire on the date of the 2025 AGM. As at **16 April 2025**, the Company has issued and granted options over 955,221 shares (in aggregate) under the Existing Authorities, leaving 18,698,351 unissued.

The Directors recommend that shareholders renew the Existing Authorities so that the Directors are permitted to allot and grant options over shares free from statutory pre-emption rights.

If resolution 9 is passed at the 2025 AGM, it will confer authority on the Board to allot shares and grant options over shares having an aggregate nominal value of up to £945,178.60 (being up to 18,903,572 ordinary shares of £0.05 nominal value each) without first having to offer those shares on a pro-rata basis to existing shareholders.

These authorities will expire on the close of the Company’s 2026 AGM.

Requirements for adoption of resolutions

Resolutions 1 to 7 are proposed as ordinary resolutions, which require approval of a majority of the votes cast on the resolution at the AGM.

Resolutions 8 and 9 are proposed as special resolutions and, as such, will require approval of 75% or more of the votes cast on each resolution at the AGM.



The auditorium at
20/21 Charlotte Square,
our new Edinburgh office.

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Third Floor
36 Dover Street
London W1S 4NH
020 3841 9922

hampdenbank.com

Hampden & Co plc (trading as Hampden Bank). Registered office at 20/21 Charlotte Square, Edinburgh EH2 4DF. Registered in Scotland No SC386922.
Authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.