



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE UNSURE ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN ADVICE FROM A STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT PROFESSIONAL FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN HASTINGS GROUP HOLDINGS PLC, PLEASE SEND THIS CIRCULAR AND ANY ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE, OR TO THE PERSON WHO ARRANGED THE SALE OR TRANSFER, SO THAT THEY CAN GIVE THEM TO THE PERSON WHO NOW HOLDS THE SHARES.

Hastings Group Holdings plc

Registered in England and Wales, no. 9635183

Registered office:
Conquest House
32-34 Collington Avenue
Bexhill on Sea
East Sussex
TN39 3LW

13 April 2017

Dear Shareholder

The second annual general meeting ('AGM') of Hastings Group Holdings plc ('the Company') will be held at 11.00am on Thursday 25 May 2017 at Merchant Taylors' Hall, 30 Threadneedle Street, London EC2R 8JB. This document sets out the arrangements for the AGM and the formal notice ('Notice') appears in full on pages 2 to 4 followed by relevant notes and explanations.

The Directors consider the proposed resolutions to be in the best interests of the Company and shareholders as a whole. Your Board will be voting in favour of them and unanimously recommend that you do so as well.

Voting

The Company intends to call a poll on all resolutions. This means that the votes of all shareholders, including those shareholders who cannot attend the meeting but who submit a proxy form ('Proxy Form'), can be counted.

Shareholders may ensure that their views are counted by appointing a proxy, either by submitting a hard copy Proxy Form to our registrars, Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or by lodging proxy votes electronically through CREST or at www.capitashareportal.com.

Please complete and return your Proxy Form as soon as possible but in any event, so as to reach our registrars by **no later than 11:00am on Tuesday 23 May 2017**. Further information is also provided on the Proxy Form itself.

Website

The Company's website www.hastingsplc.com provides more information about the Company including the latest Annual Report and Accounts.

Admission to the AGM

Please arrive with sufficient time to allow registration and security clearance. Please bring your attendance documentation with you; either the attendance card attached to the proxy form or a copy of the email sent you in relation to the AGM.

Mike Fairey
Chairman

13 April 2017

Hastings Group Holdings plc

Registered in England and Wales, no. 9635183

Notice of Annual General Meeting

Notice is hereby given that the AGM of the Company will be held at Merchant Taylors' Hall, 30 Threadneedle Street, London EC2R 8JB at 11:00am on Thursday 25 May 2017.

You will be asked to consider and, if thought fit, to pass Resolutions 1 to 18 below, which will be proposed as ordinary resolutions and Resolutions 19 to 22 which will be proposed as special resolutions:

Ordinary resolutions

Resolution 1 To receive the audited accounts of the Company, the Directors' Report and the Auditor's Report for the year ended 31 December 2016.

Resolution 2 To receive and approve the Directors' Remuneration Report set out in the Company's Annual Report for the financial year ended 31 December 2016.

Resolution 3 To declare a final dividend for the year to 31 December 2016 of 6.6 pence per Ordinary Share as recommended by the Directors.

Resolution 4 To re-elect Mike Fairey as a Director of the Company.

Resolution 5 To re-elect Gary Hoffman as a Director of the Company.

Resolution 6 To re-elect Richard Hoskins as a Director of the Company.

Resolution 7 To re-elect Thomas Colrairie as a Director of the Company.

Resolution 8 To re-elect Ian Cormack as a Director of the Company.

Resolution 9 To re-elect Pierre Lefevre as a Director of the Company.

Resolution 10 To re-elect Malcolm Le May as a Director of the Company.

Resolution 11 To re-elect Richard Brewster as a Director of the Company.

Resolution 12 To re-elect Sumit Rajpal as a Director of the Company.

Resolution 13 To elect Teresa Robson-Capps as a Director of the Company

Resolution 14 To elect Alison Burns as a Director of the Company

Resolution 15 To elect Herman Bosman as a Director of the Company

Resolution 16 To re-appoint KPMG LLP as auditor to the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid.

Resolution 17 To authorise the Directors to set the auditor's remuneration.

Resolution 18 THAT in substitution for all previous authorities, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the 'Act') to:

- (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (A) up to an aggregate nominal amount of £4,381,450.94; and
 - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £8,762,901.88 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (I) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (II) to people who are 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;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 August 2018); and

- (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- (a) THAT, subject to paragraph (b), all existing authorities given to the Directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Act be revoked by this ordinary resolution; and
- (b) That paragraph (a) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Special resolutions

Resolution 19 THAT, subject to the passing of Resolution 18 and in substitution of all existing authorities, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash, pursuant to the authority conferred by Resolution 18, as if section 561(1) did not apply to any such allotment, provided that this power shall:

- (a) expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 August 2018), but in each case the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 18(i)(B), by way of a rights issue only):
 - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to people who hold 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,
 and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (c) in the case of the authority granted under Resolution 18(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £657,217.64.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 18' were omitted.

Resolution 20 THAT, subject to the passing of Resolution 18 and in addition to any power given pursuant to Resolution 19, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash pursuant to the authority conferred by Resolution 18 as if section 561(1) did not apply to any such allotment, provided that this power shall:

- (a) expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 August 2018), but in each case, the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) in the case of the authority granted under Resolution 18(i)(A) be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £657,217.64 and provided that the allotment is for the purpose of financing (or refinancing, if the power is used within six months after the original transaction) a transaction which the Directors determine 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.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 18' were omitted.

Resolution 21 THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of ordinary shares of 2 pence each in the capital of the Company ('Ordinary Shares') provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 65,721,764;
- (ii) the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 2 pence per Ordinary Share, being the nominal amount thereof;
- (iii) the maximum price (exclusive of expenses) which may be paid for such Ordinary Shares shall be an amount equal to the higher of:
 - (a) 105% of the average of the middle market quotations for an Ordinary Share derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (b) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);
- (iv) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next AGM or 25 November 2018 (whichever is the earlier), save that the Company may before such expiry make a contract or agreement to make a market purchase of its own Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority and the Directors may purchase such Ordinary Shares as if the authority conferred hereby had not expired.

Resolution 22 THAT a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board

Anthony S Leppard FCIS
Company Secretary
Hastings Group Holdings plc
13 April 2017

Registered office:
Conquest House
32-34 Collington Avenue
Bexhill on Sea
East Sussex
TN39 3LW

Registered in England and Wales, no. 9635183

Please read the following notes and the explanation of the resolutions before deciding how to vote.

Notes

1. Only shareholders on the Company's register of members at close of business on 23 May 2017 shall be entitled to attend, speak and vote at the AGM in respect of the number of shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the adjourned meeting is 48 hours before the time fixed for the adjourned meeting. Changes to the entries in the register of members after any of these times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A shareholder entitled to attend, speak and vote at the AGM may appoint one or more proxies to exercise those rights on his/her behalf, provided that in the case of multiple proxies, each proxy is appointed to exercise the voting rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company. A proxy can only be appointed using the procedures set out in this document, these notes and the notes to the Proxy Form. No other means of appointment will be accepted.

Appointment of a proxy does not preclude you from attending and voting at the meeting in person. However, if you do so, the proxy previously appointed will not be able also to attend, speak or vote on your behalf.

3. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. Although all shareholders are encouraged to come to the AGM and engage with the Company, we understand that many cannot do so. Calling a poll on each resolution allows all proxy votes cast to be counted and reported.
4. To appoint a proxy please use the Proxy Form provided with each copy of the Annual Report sent out by post.

Alternatively, you may appoint your proxy electronically, by logging on to Capita Registrars' website at www.capitashareportal.com. You will need your investor code or IVC number. This is printed on dividend stationery and share certificates or can be obtained by contacting Capita Registrars.

Full details of the procedure are given on the website.

5. To be valid, the Proxy Form, together with the power of attorney or other authority under which it is signed (if any) or a duly certified copy of the authority, or validated electronic proxy voting instructions, must be received at the offices of the Company's Registrars by 11 a.m. on 23 May 2017. If you wish to post your proxy form, please use the following mailing address: Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

To be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via <https://www.euroclear.com/site/public/EUI>).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given for a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Registrars ID (RA10) by 11 a.m. on 23 May 2017 or, if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Capita Registrars are 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.

7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers 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.

9. Shareholders may use the proxy form or electronic proxy voting arrangements to vote in one of three ways: 'for', 'against' or 'vote withheld'. Please note that a 'vote withheld' has no legal effect and will count neither for nor against a resolution when proxy votes are counted on each resolution.
10. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
11. You can change your proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time has passed will be disregarded. If you submit more than one valid proxy appointment, the latest valid appointment received before the cut-off time for the receipt of proxies will take precedence.
12. An electronic proxy appointment may be revoked completely by sending an authenticated CREST message or by accessing your account at www.capitashareportal.com and instructing the removal of your proxy vote. In the case of written proxy instructions submitted on a Proxy Form, you will need to inform the Company by sending a signed written statement, clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. Any revocation notice must be received by Capita Registrars no later than 11 a.m. on 23 May 2017.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares:
 - (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
 - (ii) in other cases, the power is treated as not exercised.
14. The right to appoint a proxy does not extend to a 'Nominated Person', that is, someone to whom this Notice is sent because they have been nominated to enjoy information rights, under section 146 of the Act. A Nominated Person may have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend, speak and vote at the AGM, under an agreement between him/her and the member who nominated him/her.

If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy, or does not wish to exercise such a right, he or she may still have the right, under an agreement between him/herself and the member who nominated him/her, to give instructions to the member as to the exercise of voting rights. Nominated Persons should contact the member who nominated them for further information on these matters.

15. All members and all proxies attending the meeting have the right to ask questions relating to the business of the meeting, and to have those questions answered unless:
 - (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
 - (ii) the answer has already been given on a website in the form of an answer to a question; or
 - (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. As at 4 April 2017 (being the last practicable day before publication of this Notice) the Company's issued share capital was 657,217,641 ordinary shares of 2p each, each carrying one vote. The total number of voting rights in the Company as at 4 April 2017 is therefore 657,217,641.
17. In the case of a joint shareholding, the vote of the first named holder shown on the register of members, whether tendered in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
18. Copies of Directors' service contracts and Non-Executive Directors' letters of appointment will be available for inspection at the Company's registered office during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the AGM and will also be available for inspection for at least 15 minutes prior to and during the meeting itself.
19. Copies of this Notice, the annual accounts and all information required by section 311A of the Act together with details of any members' statements, members' resolutions and members' items of business received after the date of this Notice and required to be published on a website by section 527 of the Act, will be published on our website: <https://www.hastingsplc.com/investor-information/aggm-shareholder-meetings>

20. Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in section 153(2) of the Act) may:
- (a) require the Company, under Section 338 of the Act, to give notice of a resolution which may properly be moved at the meeting. Any such request, which must comply with section 338(4) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the meeting;
 - (b) require the Company, under Section 338A of the Act, to include a matter (other than a proposed resolution) in the business to be dealt with at the meeting. Any such request, which must comply with Section 338A(3) of the Act, must be received by the Company no later than six weeks before the date fixed for the meeting; and
 - (c) require the Company, under Section 527 of the Act, to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on a website under Section 527 of the Act.
21. You may not use any electronic address provided either in this Notice of the AGM or in any related documents (including the Chairman's Letter and Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
22. Where a shareholder (or shareholders) wish to request the Company to:
- circulate a resolution to be proposed at the Meeting;
 - include a matter of business to be dealt with at the Meeting; or
 - publish audit concerns
- such request must be made by means of a hard copy request signed by the shareholder or shareholder(s) and stating the full name(s) and address(es) of the shareholder(s). The request must be sent to the Company Secretary, Hastings Group Holdings plc, Conquest House, Collington Avenue, Bexhill on Sea, East Sussex, TN39 3LW so as to be received no later than 6 weeks before the date fixed for the meeting.
23. The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website, **www.hastingsgroup.com** by 26 May 2017.
24. The Company reserves the absolute discretion to refuse entry to the AGM to persons who do not have the appropriate attendance documentation.

Explanation of the resolutions to be proposed at the AGM

Resolutions 1 to 18 are proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 19 to 22 are proposed as special resolutions. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Ordinary resolutions

Resolution 1 Company law requires that the report of the Directors and the statutory accounts each year are laid before the Company in general meeting. The accounts are accompanied by the Directors' Report, the Directors' report on remuneration and the report of the independent Auditor.

Resolution 2 requests approval of the Directors' Remuneration Report which appears in pages 75 to 85 of the Annual Report which is available online. This report gives details of your Directors' remuneration for the year ended 31 December 2016 and sets out the way in which the Company will implement its policy on Directors' remuneration. The Company's auditors, KPMG LLP, have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on page 86 of the Annual Report and Accounts. The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives. The vote on the Directors' Remuneration Report is an advisory vote, in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event this resolution is not passed. Votes cast against approval of the Directors' Remuneration Report will not invalidate the Annual Report as a whole.

Resolution 3 will, if passed, confirm approval for the payment of a final dividend. A final dividend can only be paid after the shareholders at a general meeting have approved it. The Directors have proposed a final dividend of 6.6 pence per share, to be paid on 31 May 2017 to shareholders on the register on 5 May 2017.

Resolution 4 to 15 seeks approval for the re-election of all Directors of the Company with the exception of Teresa Robson-Capps, Alison Burns and Herman Bosman who, as this is the first AGM since their appointment, are seeking election as a Director.

In accordance with the UK Corporate Governance Code, all Directors of companies within the FTSE 350 should be subject to annual re-election. The biographies of the Directors appear in the Annual Report on pages 46 to 48.

Since the publication of the Annual Report for the period ended 31 December 2016, Edward Fitzmaurice and Michelle Titi-Cappelli resigned as Directors of the Company and Herman Bosman was appointed as a Director of the Company on 14 March 2017. Mr Bosman's biography is provided below:

Mr Bosman is the CEO of Rand Merchant Investment Holdings Limited and its sister company RMB Holdings, having joined the companies in April 2014. Prior to his current role he was Head of Corporate Finance at Rand Merchant Bank from 2000 until 2006 and CEO of Deutsche Bank South Africa from 2006 to 2013. Mr Bosman is a non-executive director of Discovery Limited, OUTsurance Limited and Merchant Capital Limited. He also serves on the Board of Governors of the University of Johannesburg, is a director of Endeavor South Africa and Business and Arts South Africa and served eight years as a trustee of the Deutsche Bank South Africa Foundation. He holds a BCom (LLM) and is a Chartered Financial Analyst.

According to the Listing Rules, a company which has a 'controlling shareholder' (defined by the Financial Conduct Authority as 'any person who exercises or controls, on their own or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the company') must, for the purposes of the election or re-election of an independent Director, pass both an ordinary resolution of all shareholders and a separate ordinary resolution of all shareholders other than the controlling shareholders (the 'independent shareholders').

The Company understands that Hastings Investco Limited, Hastings A L.P., Hastings B L.P., Goldman Sachs & Co., Neil Utley, members of Neil Utley's immediate family, Edward Fitzmaurice, Keith Charlton, Richard Brewster and Narmali Utley are regarded by the Panel on Takeovers and Mergers as acting in concert. As at 4 April 2017, these shareholders hold 31.26% of the Company's issued ordinary share capital, and are therefore considered to be controlling shareholders. As such, when the Company's shareholders have voted on Resolutions 4, 7, 8, 9, 10, 13, 14 and 15 (being the resolutions for re-election of Mike Fairey, Thomas Colrairie, Ian Cormack, Pierre Lefevre, Malcolm Le May and election of Teresa Robson-Capps, Alison Burns and Mr Herman Bosman) the independent shareholder vote will be sought by discounting from the result of the vote on each such resolution the votes of any shareholders who are identified as controlling shareholders of the Company as at 6.00pm on 23 May 2017.

If the ordinary resolution to approve the election or re-election of an existing independent Director is passed, but the separate approval by the independent shareholders is not given, the Listing Rules permit an existing independent Director to remain in office pending a further ordinary resolution of all the shareholders to approve the election or re-election of that Director. Such a resolution may only be voted on within the period of between 90 days and 120 days following the date of the original vote.

The Company will, on announcing the result of the AGM, announce, in respect of Resolutions 4, 7, 8, 9, 10, 13, 14 and 15 the result of both the vote of all of the Company's shareholders and the vote of the independent shareholders. If separate independent shareholder approval is not given for any relevant resolution, the Company intends that the relevant appointment will cease 120 days from the date of the original vote, unless a further ordinary resolution for re-election is passed. If a further resolution to approve the re-election of the relevant Director is defeated, his or her appointment will cease on that resolution being defeated.

Resolution 16 seeks the re-appointment of KPMG LLP as independent auditor to the Company and requests authority for the Directors to set the remuneration of the auditors. The Board is careful that the auditor's independence should not be compromised and the Audit Committee takes responsibility for reviewing the performance of the auditor and making recommendations about the scope of their work and fee proposals. The Audit Committee has recommended to the Board that the appointment of KPMG LLP should be renewed until the conclusion of the next general meeting at which accounts will be laid before the members.

Resolution 17 gives authority to the Directors to determine the auditors' remuneration.

Resolution 18 seeks authority to be given to the Directors to allot shares, or grant rights to subscribe for, or convert securities into shares. Paragraph (A) of Resolution 18 will, if passed, authorise the Directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum nominal amount of £4,381,450.94. This amount represents approximately one third of the Company's existing issued ordinary share capital (excluding treasury shares) as at 4 April 2017 (being the latest practicable date prior to publication of this Notice). Paragraph (B) of Resolution 18 authorises the Directors to allot, including the shares referred to in (A), further of the Company's unissued shares up to an aggregate nominal amount of £8,762,901.88 (representing approximately two thirds of the Company's existing issued ordinary share capital, excluding treasury shares, as at 4 April 2017, the latest practicable date prior to publication of this Notice) in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This is in accordance with the latest guidelines published by the Investment Management Association.

The authority, if granted, would expire at the conclusion of the Company's annual general meeting in 2018 or 25 August 2018 (whichever is the earlier). The Board has no present intention to exercise this authority. However, it is considered prudent to have the flexibility that this authority provides. The Directors intend to renew this authority annually. The Company holds no treasury shares as at 4 April 2017.

Special resolutions

Resolution 19 and 20 are proposed as special resolutions. Under section 561(1) of the Act, if the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. Resolution 19 and Resolution 20 ask shareholders to grant this limited waiver.

Resolution 19 contains a two-part waiver. The first is limited to the allotment of shares for cash up to an aggregate nominal value of £657,217.64 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the issued ordinary share capital as at 4 April 2017 (the latest practicable date before the publication of this Notice). The second is limited to seeking disapplication of the pre-emption rights for the allotment of shares for cash in connection with a rights issue to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders.

The waiver granted by Resolution 20 is in addition to the waiver granted by Resolution 19. The Pre-Emption Group ('PEG') has issued a revised Statement of Principles in March 2015 ('PEG Principles') indicating that, in addition to the standard annual disapplication of pre-emption rights up to a maximum equal to 5% of issued ordinary share capital (requested in Resolution 20), the PEG is supportive of extending the general disapplication authority by an additional 5% in certain specified circumstances. The PEG has recommended that companies request this additional disapplication authority in a separate resolution. Resolution 20 requests this. The waiver limited to the allotment of shares for cash up to an aggregate nominal value of £657,217.64 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 5% (approximately) of the issued ordinary share capital as at 4 April 2017 (the latest practicable date before the publication of this notice). This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the PEG Principles.

The Board intends to adhere to the provisions in the PEG Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 20 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders, other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Shareholders should note that Resolutions 19 and 20 also relate to treasury shares and will be proposed as special resolutions.

If given, the authorities granted by Resolutions 19 and 20 will expire at the conclusion of the next annual general meeting of the Company in 2017 or, if earlier, the close of business on 25 August 2018.

The Directors have no present intention of exercising this authority. The Company's Directors intend to renew this authority annually.

Resolution 21 will also be proposed as a special resolution and seeks authority for the Company to make market purchases of its own Ordinary Shares up to a limit of approximately 10% of the issued ordinary share capital as at 15 March 2017, being 65,721,764 Ordinary Shares. Resolution 21 sets the minimum and maximum amounts which may be paid for such shares. This authority will expire at the conclusion of the annual general meeting of the Company in 2018. The Directors have no present intention of exercising this authority, but will keep the matter under review, and would exercise this authority if the Directors considered that there was likely to be a beneficial impact on earnings per shares and that it would be in the best interests of the Company as a whole. Shares purchased would either be held as treasury shares or would be cancelled. It is the Company's current intention to satisfy the requirements of its share schemes either by acquiring shares in the market or, subject to institutional guidelines, issuing new shares or using shares held in treasury.

As at 4 April 2017 there were options over 6,124,124 Ordinary Shares in the capital of the Company which represent 0.9% of the Company's issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase the Company's Ordinary Shares was exercised in full, these options would represent 1.0% of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 22 is a request for general meetings, other than annual general meetings, to be called on 14 clear days' notice. Annual general meetings will continue to be called on at least 21 clear days' notice. There is no current intention to hold such a meeting, and this shorter notice period would not be used as a matter of routine but the Directors wish to retain the ability to call a meeting on shorter notice if the circumstances should require it or where the flexibility is merited by the business of that meeting. The Companies (Shareholders' Rights) Regulations 2009 specify that approval must be sought from shareholders by special resolution at an annual or subsequent general meeting and the Company would need to make a means of electronic voting available to all shareholders for any general meeting called on less than 21 clear days' notice. If passed, the resolution would remain valid until the conclusion of the annual general meeting of the Company in 2018, where it is intended that a similar resolution will be proposed.

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