

NOTICE OF ANNUAL GENERAL MEETING

of

HAWKWING PLC

(the "Company")

(Incorporated and registered in England and Wales with company number 07741649)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of the Company will be held at 2-6 Boundary Row, London SE1 8HP on 29 April 2021 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 6 will be proposed as ordinary resolutions and Resolution 7 will be proposed as a special resolution.

PLEASE REFER TO THE NOTES SECTION BELOW THE RESOLUTIONS, IN PARTICULAR NOTE 1 IN RELATION TO THE EFFECT OF COVID-19 ON THE AGM. SHAREHOLDERS ARE STRONGLY RECOMMENDED NOT TO ATTEND THE AGM IN PERSON.

ORDINARY RESOLUTIONS

1. To receive the Company's annual report and accounts for the period ended 31 December 2020, including the reports of the directors and auditors.
2. To approve the directors' remuneration report for the period ended 31 December 2020.
3. To re-elect Keith Sadler, who retires by rotation in accordance with the Company's articles of association, as a director of the Company.
4. To authorise the directors of the Company to pursue an acquisition for a further 12 months or to the date of the next annual general meeting of the Company to be held in 2022, if later.
5. To appoint RSM UK Audit LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next meeting at which annual report and accounts are laid before the Company.
6. To authorise the directors of the Company to determine the remuneration of the Company's auditors.

SPECIAL RESOLUTION

7. THAT, a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice, provided that the authority granted by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Dwight Mighty
Company Secretary

Registered Office:

25 Walbrook
London
EC4N 8AF

6 April 2021

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. COVID-19 arrangements

Further to the UK Government's instructions at the time of writing, and to minimize public health risks, we strongly recommend that shareholders do not physically attend the AGM, and instead follow the voting guidelines below. Further details of the UK Government's regulations relating to COVID-19 can be found at www.gov.uk/coronavirus.

The AGM will be convened with the minimum necessary quorum of two shareholders (which will be facilitated by the Company) and will be held at 2-6 Boundary Row, London SE1 8HP. This address is being provided solely for information purposes in order to ensure that the AGM is properly notified and shareholders are reminded that they are strongly advised not attend in person.

The board of directors (the "**Board**") requests that shareholders vote on the resolutions being put to the AGM by appointing the Chairman of the AGM as a proxy and giving voting instructions in advance, either through the CREST system or by using the enclosed Form of Proxy.

At the meeting itself, voting on all resolutions will be conducted by way of a poll rather than on a show of hands. The Company believes that this is the best and fairest way to ensure that the votes of all shareholders can be taken into account, whilst also preventing the Company and shareholders potentially breaching any applicable COVID-19 regulations.

The Board understands that the AGM also serves as a forum for shareholders to raise questions and comments. Therefore, if shareholders do have any questions or comments relating to the business of the meeting that they would like to ask the Board then they are asked to submit those questions in writing via email to AGM21@hawkwing.co by no later than 11.00 a.m. on 29 April 2021. The Board will endeavour to publish answers to any frequently asked questions on the Company's website as soon as practicable after the AGM. Only questions from registered shareholders of the Company will be accepted.

2. Entitlement to vote

Only those members registered on the Company's register of members at:

- 6.00 pm (London time) on 27 April 2021; or,
- if this meeting is adjourned, at 6.00 pm (London time) on the day two business days prior to the adjourned meeting,

shall be entitled to attend (please see note 1 above) and vote at the meeting.

3. Appointment of proxies

If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting however, in line with the COVID-19 restrictions please see note 1 above. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

Given the uncertainty around whether shareholders will be able to attend the AGM, whether this is due to COVID-19 capacity and health and safety restrictions at the venue or due to a change in the situation with the COVID-19 pandemic, we recommend that all shareholders appoint the Chairman of the meeting as proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them however, in line with the COVID-19 restrictions please see note 1 above.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please refer to the notes to the proxy form.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

4. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road. Halesowen, B62 8HD
- received by Neville Registrars no later than 11.00 a.m. (London time) two business days prior to the meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

5. **Appointment of proxies through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 7RA11) by 11.00 a.m. (London time) two business days prior to the 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.

6. **Appointment of proxy by joint members**

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

7. **Changing proxy instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited at Neville House, Steelpark Road. Halesowen, B62 8HD.

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

8. **Termination of proxy appointments**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, Steelpark Road. Halesowen, B62 8HD. In the case of a member, which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars no later than 11.00 am (London time) two days prior to the meeting.

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

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

9. **Corporate representatives**

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share, however, in line with the COVID-19 restrictions please see note 1 above.

10. **Communication**

Except as provided above, members who have general queries about the meeting should contact Neville Registrars Limited on 0121 585 1131 (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

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