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Ravenscroft Holdings Ltd

Notice of AGM

Provider: Carey Olsen Corporate Finance Ltd

COMPANY ANNOUNCEMENT

FOR IMMEDIATE RELEASE

31 May 2019

RAVENSCROFT HOLDINGS LIMITED

Re: Notice of Annual General Meeting

Ravenscroft Holdings Limited (“Ravenscroft” or the “Company”) (a non-cellular company limited by shares incorporated in Guernsey on 4th May 2016 under the Laws of the Bailiwick of Guernsey, with company number 61986) hereby announces that notice has been given to shareholders of the annual general meeting (“AGM”) to be held at 11:00am on Monday 24 June 2019 at 20 New Street, St Peter Port, Guernsey, GY1 2PF.

A copy of the AGM Notice and Proxy Form are attached to this announcement.

For further information please contact:

Jade Cook
Group Company Secretary
Ravenscroft Limited

T: 01481 729100

NOTICE OF ANNUAL GENERAL MEETING

Ravenscroft Holdings Limited

(incorporated in Guernsey with registered number: 61986)

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Ravenscroft Holdings Limited (the "Company") will be held at 20 New Street, St Peter Port, Guernsey, GY1 2PF on Monday 24 June 2019 at 11:00 a.m. to consider the transaction of the following ordinary business and, if thought fit, to pass the following resolutions each of which will be proposed as ordinary resolutions:

1. **THAT** Stephen Philip Lansdown CBE be re-elected as a director of the Company;
2. **THAT** Dominic Clive Jones be re-elected as a director of the Company;
3. **THAT** Jonathan Richard Ravenscroft be re-elected as a director of the Company;
4. **THAT** Brian Michael O'Mahoney be re-elected as a director of the Company;
5. **THAT** Mark Le Conte Bousfield be re-elected as a director of the Company;
6. **THAT** Christopher David Barling be elected as a director of the Company;
7. **THAT** Robert Anthony Hutchinson be elected as a director of the Company;
8. **THAT** the annual Group accounts for the year ended 31 December 2018 together with the Directors' report and the Auditor's report on those accounts be received;
9. **THAT** a dividend of 13p per share be approved;
10. **THAT** the non-executive directors' remuneration be approved as set out in the annual report and accounts of the Group for the financial year ended 31 December 2018;
11. **THAT** PricewaterhouseCoopers CI LLP be and are hereby elected as auditor to the Company until the conclusion of the next AGM of the Company; and
12. **THAT** the directors be authorised to fix the Auditor's remuneration.

The board of directors of the Company is of the opinion that the above resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommends that shareholders vote in favour of the resolutions to be proposed at the annual general meeting. The directors of the Company who hold shares intend to vote in favour of the resolutions in respect of their entire shareholdings, totalling 6,242,907 shares, representing 44.63% of the total shares in issue as at 31 May 2019.

By order of the Board

Jade Cook
Group Company Secretary
31 May 2019

Registered office:
PO Box 222
20 New Street
St Peter Port
Guernsey
GY1 4JG

Notes:

1. A Shareholder entitled to attend, speak and vote at the Meeting convened by the above Notice is entitled to appoint one or more proxies to attend, speak and vote at the meeting in his place. A proxy need not be a Shareholder of the Company.
2. To appoint a proxy you may use the Form of Proxy, which is enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarial certified or office copy of the same, must be returned by email to cosec@ravenscroftgroup.com or in hard copy form by post, by courier or by hand to Ravenscroft Limited (FAO Group Company Secretary) at PO Box 222, 20 New Street, St Peter Port, Guernsey GY1 4JG, as soon as possible but, in any event, so as to arrive no later than 11:00am on Saturday 22 June 2019 (or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding the Meeting). Completion of the Form of Proxy will not prevent you from attending and voting in person.
3. To have the right to attend and vote at the meeting you must hold ordinary shares in the Company and your name must be entered on the share register of the Company in accordance with note 4 below.
4. The time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is close of business on Friday 21 June 2019. 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 or vote at the adjourned meeting is close of business two days before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Ravenscroft Holdings Limited
 (the "Company")
 (incorporated in Guernsey with registered number: 61986)

FORM OF PROXY
For use at the Annual General Meeting to be held on 24 June 2019 at 11:00 am

I/We (in Block Capitals) of being a member/members of the Company **HEREBY APPOINT** the Chairman of the meeting (see note (i) below) or failing him as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the "**AGM**") to be held on 24 June 2019, and at any adjournment thereof and in respect of the Resolutions set out in the Notice of the AGM to vote as indicated below.

ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. THAT Stephen Philip Lansdown CBE be re-elected as a director of the Company.			
2. THAT Dominic Clive Jones be re-elected as a director of the Company.			
3. THAT Jonathan Richard Ravenscroft be re-elected as a director of the Company.			
4. THAT Brian Michael O'Mahoney be re-elected as a director of the Company.			
5. THAT Mark Le Conte Bousfield be re-elected as a director of the Company.			
6. THAT Christopher David Barling be elected as a director of the Company.			
7. THAT Robert Anthony Hutchinson be elected as a director of the Company.			
8. THAT the annual Group accounts for the year ended 31 December 2018 together with the Directors' report and the Auditor's report on those accounts be received.			
9. THAT a dividend of 13p per share be approved.			
10. THAT the non-executive directors' remuneration be approved as set out in the annual report and accounts of the Group for the financial year ended 31 December 2018.			

11. THAT PricewaterhouseCoopers CI LLP be and are hereby elected as auditor to the Company until the conclusion of the next AGM of the Company.			
12. THAT the directors be authorised to fix the auditor's remuneration.			

To assist with arrangements, if you intend to attend the meeting in person please place "X" in the box below:-

Signed Dated thisday of
2019

Notes:

- (i) A Shareholder entitled to attend, speak and vote is entitled to appoint one or more proxies to exercise all or any of his/her/its rights to attend, speak and vote at the AGM. A proxy need not be a Shareholder of the Company. If you wish to appoint a person other than the Chairman of the AGM, please insert the name of your chosen proxy holder in the space provided on the Form of Proxy.
- (ii) In the case of joint holders such persons shall not have the right to vote individually in respect of a Share but shall elect one person to represent them and vote in person or by proxy in their name. In default of such an election, the vote of the person first named in the register of members of the Company tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
- (iii) 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 you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions given by you. All hard copy Forms of Proxy must be signed and should be returned together in the same envelope.
- (iv) In order to be valid, a Form of Proxy must be returned by email to cosec@ravenscroftgroup.com or in hard copy form by post, by courier or by hand to:
 - (i) the Company (For the attention of Jade Cook) at PO Box 222, 20 New Street, St Peter Port Guernsey, GY1 4JGIn each case, the Form of Proxy must be received by the Company before 11.00 a.m. on Saturday 22 June 2019.
- (v) In the case of a Shareholder which is a company, a hard copy Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- (vi) Any corporation which is a Shareholder may by a Resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company or to approve a Resolution submitted in writing and the person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual Shareholder.
- (vii) Completion and return of the Form of Proxy will not preclude a Shareholder from subsequently attending, speaking and voting in person at the AGM should they wish. If a Shareholder attends the AGM in person, any Form of Proxy will automatically be terminated.
- (viii) By attending the AGM a Shareholder expressly agrees they are requesting and willing to receive any communications made at the AGM.
- (ix) If you submit more than one valid Form of Proxy, the Form of Proxy received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which Form of Proxy was last validly received, none of them shall be treated as valid in respect of the same.
- (x) To have the right to attend, speak and vote at the AGM (and also for the purpose of how many votes a Shareholder casts), a Shareholder must first have his or her name entered in the register of holders of Shares by no later than close of business on Friday 21 June 2019. Changes to entries on the register of holders of Shares after that time shall be disregarded in determining the right of any holder of Shares to attend, speak and vote at the AGM.
- (xi) A quorum consisting of two Shareholders being entitled to vote and attending in person or by proxy is required for the AGM. If within half an hour after the time appointed for the meeting a quorum is not present the AGM shall be adjourned for 14 (fourteen) days at the same time and place or to such other time and place as may be fixed by the Chairman of the meeting, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the holding of the meeting, those Shareholders present in person or by proxy shall constitute the quorum at any such adjourned meeting.
- (xii) The Resolutions to be proposed at the AGM will be proposed as Ordinary Resolutions which, to be passed, must receive the support of a majority of the total number of votes cast in respect of each resolution respectively.

Upon completion, please return this Form of Proxy to the following address, so as to arrive no later than 11.00 a.m. on Saturday 22 June 2019:-

PO Box 222
20 New Street
St Peter Port
Guernsey
GY1 4JG