



This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your Shares, please send this document, together with the accompanying documents, at once to the Purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Biffa plc

Notice of Annual General Meeting 2020

Notice of the 2020 Annual General Meeting of the Company to be held at Coronation Road, Cressex, High Wycombe, Buckinghamshire, HP12 3TZ on Thursday 16 July 2020 at 11:00am is set out on pages 2 to 10 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by Biffa plc's Registrars, Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible but, in any event, so as to arrive no later than 11:00am on Tuesday 14 July 2020.

PART I

Biffa plc

(incorporated and registered in England and Wales under number 10336040)

Registered Office:

Coronation Road
Cressex
High Wycombe
Buckinghamshire
HP12 3TZ

16 June 2020

To the holders of Biffa plc Ordinary Shares

Notice of Annual General Meeting 2020

Dear Shareholder,

I am writing to you with details of our Annual General Meeting (AGM) which we will be held at our offices at Coronation Road, Cressex, High Wycombe, Buckinghamshire, HP12 3TZ on Thursday 16 July 2020 at 11:00am. The formal notice of AGM is set out on pages 2 to 4 of this document.

Arrangements due to Covid-19

Due to the impact of Covid-19 and the UK Government's measures as at the date of this document, gatherings of people are currently restricted. This limits the Company's ability to host the AGM as it normally would, including attendance by all Directors and an open invitation to all shareholders to join us in person. The Company intends to hold the AGM as planned, but if the UK Government's measures remain in place on the day of the AGM, shareholders will be prohibited from attending the AGM.

Given the current UK Government guidance and the general uncertainty, the Board requests that shareholders do not attend the AGM but instead appoint the Chairman of the meeting as proxy and provide voting instructions in advance of the AGM, in accordance with the instructions set out under "Proxy Appointment" in the notes section of this document.

In order to provide our shareholders with an opportunity to ask questions as they normally would be entitled to do so at the AGM, we ask that questions for the Directors, relating to the business being dealt with at the AGM, are sent via email to the Company Secretary using the following email address Secretariat@biffa.co.uk, at least 7 days in advance of the AGM. We will collate the questions sent and publish a copy of the answers on our website as soon as practicable following the meeting.

Please note that the current situation is evolving, and further announcements regarding the AGM will be made via a Regulatory Information Service (RIS), as required, giving shareholders as much notice as possible. The Company also encourages shareholders to check its website regularly for the latest information on its engagement with shareholders and arrangements for the AGM.

Business of the meeting

It is expected that the Directors attendance in person at the meeting will be limited to satisfy the requirements of a quorum. The meeting will end immediately following the formal business required and there will be no corporate presentation or refreshments. An explanation of the business to be considered at this year's AGM appears in Part II on pages 5 to 10 of this document. In addition to our regular resolutions, we are presenting our new Directors' Remuneration Policy for your approval. Further information on the policy is available in the Directors' Remuneration Report on pages 66 to 73 of the Annual Report and Accounts.

Voting

As voting on all resolutions at the meeting will be on a poll, this will ensure that all votes of shareholders will be counted, whether or not shareholders are able to attend the AGM. On a poll, each shareholder has one vote for every share held. The results of the poll will be announced shortly after the meeting, via a RIS and published on the Company's website at www.biffa.co.uk.

Voting recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that you vote in favour of the resolutions as they intend to do in respect of their shareholdings.

Yours sincerely,

Ken Lever
Chairman

Biffa plc

Notice of Annual General Meeting 2020

Notice is hereby given that the Annual General Meeting (AGM) of Biffa plc (the Company) will be held at Coronation Road, Cressex, High Wycombe, Buckinghamshire, HP12 3TZ on Thursday 16 July 2020 at 11:00 am to consider, and if thought fit, pass the following resolutions:

Resolutions 1 to 12 will be proposed as ordinary resolutions. Resolutions 13 to 16 will be proposed as special resolutions.

Ordinary Business

Annual Report and Accounts

1. To receive the Company's Annual Report and Accounts for the year ended 27 March 2020.

Remuneration Policy

2. To approve the Directors' Remuneration Policy, set out on pages 66 to 73 of the Annual Report and Accounts for the year ended 27 March 2020, which will take effect from the conclusion of the AGM on Thursday 16 July 2020.

Remuneration Report

3. To approve the Directors' Report on Remuneration set out on pages 62 to 83 (excluding the Directors' Remuneration Policy set out on pages 66 to 73 of the Annual Report and Accounts) for the year ended 27 March 2020.

Re-election of Directors

4. To re-elect Michael Averill as a Director of the Company.
5. To re-elect Gabriele Barbaro as a Director of the Company.
6. To re-elect Carol Chesney as a Director of the Company.
7. To re-elect Kenneth Lever as a Director of the Company.
8. To re-elect David Martin as a Director of the Company.
9. To re-elect Richard Pike as a Director of the Company.
10. To re-elect Michael Topham as a Director of the Company.

Auditor

11. To re-appoint Deloitte LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Audit Committee (for and on behalf of the Board of Directors) to determine the remuneration of the Auditor.

Special Business

Authority to allot shares

13. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company:
 - (i) up to an aggregate nominal amount of £833,333;
 - (ii) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £833,333 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the end of the next AGM or on 16 October 2021, whichever is the earlier, but, in any case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert any securities into shares to be granted after the authority given by this resolution has expired.

For the purposes of this Resolution, “**rights issue**” means an offer to:

- I. ordinary shareholders in proportion (as near as may be practicable) to their existing holdings; and
- II. 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,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practicable problems in, or under the laws of, any territory.

Disapplication of pre-emption rights

14. That subject to the passing of Resolution 13 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of Resolution 13 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act in each case:
 - (a) in connection with a pre-emptive offer; and
 - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £125,000; and
- (ii) pursuant to the authority given by paragraph (ii) of Resolution 13 above in connection with a pre-emptive rights issue,

as if Section 561(1) of the Act did not apply to any such allotment;

such authority to expire at the end of the next AGM of the Company or at the close of business on 16 October 2021 whichever is the earlier but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- I. “**rights issue**” has the same meaning as in Resolution 13 above;
- II. “**pre-emptive offer**” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- III. references to an allotment of equity securities shall include a sale of treasury shares; and
- IV. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

15. That, subject to the passing of Resolution 13 above and in addition to any authority granted under Resolution 14 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 13 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Act did not apply to any such allotment, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £125,000; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or on 16 October 2021, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

Notice of General Meetings

16. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Sarah Parsons
Company Secretary

16 June 2020

Registered in England and Wales
Registered number. 10336040

Registered Office:
Coronation Road
Cressex
High Wycombe
Buckinghamshire
HP12 3TZ

PART II

EXPLANATORY NOTES TO THE RESOLUTIONS

The following pages give an explanation of the proposed resolutions.

Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 14 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual Report and Accounts

The Directors are required to lay before the Company the Annual Report and Accounts of the Company, which include the Strategic Report, the Directors' Report, the Directors' Remuneration Report, the audited Financial Statements and the Independent Auditor's Report annually at a general meeting. As a shareholder you will have received the 2020 Annual Report and Accounts either as a hard copy or via our website www.biffa.co.uk.

Resolution 2: Approval of Directors' Remuneration Policy

The Directors' Remuneration Policy sets out how the Company proposes to pay Directors including, all elements of remuneration to which a Director will be entitled, and how that remuneration supports the Company's long-term and short-term strategy and performance. Under current legislation, the Company is under an obligation to put the Directors' Remuneration Policy to a binding vote of shareholders at least every three years. The Company's last policy was approved at the 2017 AGM, so this year the Company is required to ask shareholders to vote on the new Directors' Remuneration Policy. This is set out on pages 66 to 73 of the Annual Report and Accounts for the year ended 27 March 2020.

Resolution 3: Approval of Directors' Remuneration Report

The Directors' Remuneration Report sets out the pay and benefits received by each of the Directors for the year ended 27 March 2020. This is set out on pages 62 to 83 of the Annual Report and Accounts for the year ended 27 March 2020 (but excludes the new Directors' Remuneration Policy set out on pages 66 to 73), which is being put forward for approval separately under resolution 2). In line with legislation, this vote is advisory and the Directors' entitlement to remuneration is not conditional on the resolution being passed.

Resolutions 4 to 10: Re-election of Directors

In accordance with the UK Corporate Governance Code, all Directors will stand for re-election at the AGM this year. The Board is satisfied that it continues to maintain an appropriate balance of knowledge and skills following a formal evaluation process. Details of the Board activity during the year and the 2019 Board evaluation process can be found on page 53 of the 2020 Annual Report and Accounts. Having considered the skills, experience and performance of, and contributions made by each Director, the Board is satisfied that all Directors continue to be effective and continue to demonstrate a great deal of commitment to their roles and that their respective skills complement each other to enhance the overall operation of the Board of Directors. Through their ongoing consideration of strategic, operational, financial and risk matters, and by providing appropriate challenge to management, the Board considers that all Directors continue to make an important contribution to the long-term sustainable success for the Company. As such, the Board unanimously recommends their re-election.

Resolution 4: Re-election of Michael Averill

Non-Executive Director

Relevant Skills and Experience

Michael has extensive knowledge of the waste management industry. He is a Fellow of the Chartered Institute of Waste Management and a former chairman of the Environmental Services Association. Michael held a number of senior management roles in the industry before being appointed group chief executive of Shanks Group plc from 1994 to 2007 where he oversaw the growth of the group. Michael joined the former Board of Biffa Group in February 2013. He was previously a non-executive director of TDG plc, Care UK plc and Van Gansewinkel Group in the Netherlands.

External Appointments

Michael is a non-executive director of the Saudi Investment Recycling Company in Riyadh, Saudi Arabia.

Resolution 5: Re-election of Gab Barbaro

Non-Executive Director

Relevant Skills and Experience

Gab is currently the managing director of UK business at Centrica plc (a division trading as British Gas Business), a position he has held since 2015 following his promotion from his role as managing director of British Gas Business Services. Prior to this, Gab held a series of senior management roles in strategy including head of group strategy at Centrica plc and chief risk officer at Snowy Hydro in Australia, as well as strategy consulting roles in consultancy firms Boston Consulting Group and Accenture.

Resolution 6: Re-election of Carol Chesney

Non-Executive Director

Relevant Skills and Experience

Carol is a Fellow of the Institute of Chartered Accountants in England and Wales, and qualified with Arthur Andersen in the UK. Carol was the company secretary of Halma plc, the FTSE 100 health, safety and environmental technology group, where she oversaw governance, pensions, group insurance and ethics compliance from 2008 until September 2018. Prior to this role, Carol was Halma's group financial controller with oversight of all day-to-day financial planning and reporting matters.

External Appointments

Carol is a non-executive director of Renishaw plc, Hunting plc and IQE plc.

Resolution 7: Re-election of Ken Lever

Non-Executive Chairman

Relevant Skills and Experience

Ken is a Fellow of the Institute of Chartered Accountants and a former partner at Arthur Andersen. He has a wealth of corporate finance experience, having previously held board executive director positions with Numonyx BV, Tomkins plc, Albright and Wilson plc and Alfred McAlpine plc. Ken joined Xchanging plc as its chief financial officer, and was subsequently appointed and served as its chief executive officer from 2011 to 2015. He was previously a non-executive director of Catesby Property Group plc, iSoft plc and Vega Systems plc, and served for six years on the UK Accounting Standards Board between 2006 and 2012.

External Appointments

Ken is chairman of RPS Group plc and a non-executive director of Vertu Motors plc, Blue Prism plc and Gresham House Strategic plc.

Resolution 8: Re-election of David Martin

Senior Independent Director

Relevant Skills and Experience

David is a chartered management accountant and has significant experience of both domestic and global transport businesses. He was involved in the acquisition of National Express and the successive management buy-out, leading to the creation of British Bus Group Limited. David was subsequently appointed chief executive of Arriva plc, a position he held from 2006 to December 2015. He was previously a non-executive director of Ladbroke plc and Arriva plc.

External Appointments

David is chairman of FirstGroup plc.

Resolution 9: Re-election of Richard Pike

Chief Financial Officer

Relevant Skills and Experience

Richard was appointed Chief Financial Officer on 29 September 2018. Having trained as a Chartered Accountant with Price Waterhouse, he went on to hold a variety of financial and management positions at Pilkington plc, Scapa Group plc and Manchester Airports Group. Latterly, Richard was the chief financial officer of AB Sugar, managing director of British Sugar and group chief financial officer of Boparan Holdings Limited.

Resolution 10: Re-election of Michael Topham

Chief Executive Officer

Relevant Skills and Experience

Michael was appointed Chief Executive Officer on 29 September 2018, having previously held the role of Chief Financial Officer from 2013. Michael trained as a Chartered Accountant with PwC in London, and held positions in both the audit and transaction services practices. Prior to joining Biffa, he was finance director at Greenstar UK Holdings Limited from 2005 to 2010.

External Appointments

Michael is a director of the Environmental Services Association Limited.

Resolutions 11 and 12: Re-election of Auditor and Auditor's remuneration

The Company is required by law to appoint an Auditor annually. Resolution 11 proposes that Deloitte LLP be reappointed as the Company's Auditor. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of Deloitte LLP as Auditor, to hold office until the next meeting at which accounts are laid.

In Resolution 12, shareholders are being asked to authorise the Audit Committee (for and on behalf of the Board) to determine the remuneration of the Company's Auditor.

Resolution: 13 Authority to allot shares

The purpose of Resolution 13 is to renew the Directors' power to allot shares.

The authority in paragraph (i) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £833,333, which is equivalent to approximately thirty-three per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 4 June 2020.

The authority in paragraph (ii) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £833,333, which is equivalent to approximately thirty-three per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 4 June 2020. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

As at 4 June 2020, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed, the authority will expire on the earlier of 16 October 2021 and at the end of the AGM in 2021.

Resolution 14 and 15: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than five per cent of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds to these allotments.

Accordingly, the purpose of Resolution 14 is to authorise the Directors to allot new shares pursuant to the authority given by Resolution 13, or sell treasury shares, for cash (i) in connection with a fully pre-emptive offer or pre-emptive rights issue or (ii) otherwise up to a nominal value of £125,000, equivalent to five per cent of the total issued ordinary share capital of the Company excluding treasury shares, as at 4 June 2020, without the shares first being offered to existing shareholders in proportion to their existing holdings in accordance with the statutory requirements set out in the Act.

As at 4 June 2020, the Company did not hold any shares in treasury.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional five per cent of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in May 2016, the purpose of Resolution 15 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 13, or sell treasury shares, for cash up to a further nominal amount of £125,000, equivalent to five per cent of the total issued ordinary share capital of the Company as at 4 June 2020, exclusive of treasury shares, only 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 issue. If the authority given in Resolution 15 is used, the Company will publish details of the placing in its next annual report.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 14 in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with shareholders; or
- (ii) 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.

The Board considers the authorities in Resolutions 14 and 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

If Resolutions 14 and 15 are passed the authority will expire on the earlier of 16 October 2021 and at the end of the AGM in 2021.

Resolution 16: Notice of general meetings

Under the Act, the notice period required for all general meetings of the Company is 21 days. AGMs will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

In order to maintain flexibility for the Company, Resolution 16 seeks such approval. The approval will be effective until the Company's next AGM in 2021, when it is intended that a similar resolution will be proposed.

PART III

Notes

COVID-19

1. Due to the impact of COVID-19 and the UK Government's measures, gatherings of people are currently restricted. Given this uncertainty, the Board requests that shareholders do not attend the AGM but instead appoint the Chairman of the meeting as proxy and provide voting instructions in advance of the AGM either electronically or by using the enclosed Form of Proxy. The current situation is evolving, and further announcements regarding the AGM will be made via a RIS, as required. The Company also encourages shareholders to check its website regularly for the latest information on its engagement with shareholders and arrangements for the AGM.

Proxy appointment

2. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company, however, due to the impact of COVID-19, we are requesting that shareholders do not attend the meeting in person but instead appoint the Chairman of the meeting as proxy. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
3. A form of proxy is enclosed. Subject to the UK Government guidance on public gatherings in force at the time of the AGM and the discretion of the Directors, the appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
4. To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrars, Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 8 below in each case so as to be received no later than 11:00 am on Tuesday 14 July 2020. If you wish, you may register the appointment of a proxy for the AGM electronically, by visiting the Company's Registrars' website www.sharevote.co.uk where full details of the procedure are given. The proxy appointment and instructions must be received by Equiniti not less than 48 hours before the time for holding the AGM or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned meeting) for the taking of the poll at which it is to be used.

Nominated persons

5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Act ("**nominated persons**"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Information about shares and voting

6. Holders of Ordinary Shares are entitled to attend, speak and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 4 June 2020, which is the latest practicable date before the publication of this document is 250,000,000, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 4 June 2020 is 250,000,000.

Right to attend and vote

7. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.30 pm on Tuesday 14 July 2020 or, if the meeting is adjourned, 6.30 pm on the day falling two days prior to the date fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

CREST members

- 8.** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 9.** In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti Limited (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
- 10.** CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear 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, to procure that his/her CREST sponsor or voting service provider takes) 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.
- 11.** 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.

Corporate representatives

- 12.** Any corporation which 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.

Audit concerns

- 13.** Shareholders should note that, under Section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the company 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 for the financial year ending 27 March 2020; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ending 27 March 2020 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Questions in light of COVID-19

14. In order to provide our members with an opportunity to ask questions regarding the business of the meeting, we ask that questions for the Directors, are sent via email to the Company Secretary at the following email address Secretariat@biffa.co.uk, at least 7 days in advance of the AGM . The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. We will collate the questions received and publish a copy of the answers on our website as soon as reasonably practicable following the meeting.

Website information

15. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.biffa.co.uk.

Voting by poll

16. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. However, given the continued uncertainty of the impact of COVID-19, the Chairman may, in accordance with the articles of association, deem it necessary to adjourn the AGM until a later date and therefore propose a resolution to adjourn and/or other resolutions at the AGM itself, any such resolutions would be voted by a show of hands. The results of the voting will be announced to the London Stock Exchange as soon as possible after the conclusion of the meeting.

Voting by electronic means

17. Instructions on how to vote electronically are found in the Notes on the Form of Proxy.

Use of electronic address

18. Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

19. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at Coronation Road, Cressex, High Wycombe, Buckinghamshire HP12 3TZ up to and including the date of the AGM and at the place of the meeting from 15 minutes before the AGM until it ends:

- the Executive Directors' service contracts; and
- letters of appointment of the Non-Executive Directors.

