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If you have sold or otherwise transferred all of your Shares in T.F. & J.H. Braime (Holdings) P.L.C. ("**Company**") you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document is being sent to the holders of 'A' Ordinary Shares of 25 pence each in the capital of the Company for information purposes only. These shareholders will be entitled to attend but not vote at the General Meeting in respect of their holdings of 'A' Ordinary Shares.

T.F. & J.H. BRAIME (HOLDINGS) P.L.C.

(Incorporated and registered in England and Wales with registered number 00488001)

Proposed Change of Company Name and Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company to be held at the offices of the Company, Hunslet Road, Leeds, LS10 1JZ on 1st August 2019 at 11.45 am is set out at the end of this document. A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD by not later than 11.45 am on 30th July 2019. Completion and posting of the Form of Proxy will not prevent a shareholder from attending and voting in person at the General Meeting.

PART I
LETTER FROM THE CHAIRMAN

T.F. & J.H. BRAIME (HOLDINGS) P.L.C.

(Incorporated and registered in England and Wales with registered number 00488001)

Registered office: Hunslet Road, Leeds, LS10 1JZ

Directors:

O. N. A. Braime, MA, (Oxon.), M.B.I.M. (Chairman)
P. J. O. Alcock, B. Eng. (Non-Executive Director)
A. W. Walker MA, (Cantab.) (Non-Executive Director)
A. Q. Braime, ACA, BA (Hons.) (Commercial Director)
C. O. Braime, BSc, MA (Sales Director)
C. B. Cartwright ACA, BSc (Hons.) (Finance Director)

1st July 2019

Dear Shareholder

**Proposed Change of Name
and Notice of General Meeting**

At the Company's Annual General Meeting held on 20th June 2019 ("**AGM**"), I am pleased to report that ordinary shareholders unanimously voted in favour of all of the proposed resolutions.

However, due to an administrative error, the resolution to change the name of the Company from "T.F. & J.H. Braime (Holdings) P.L.C." to "Braime Group PLC" was proposed as an ordinary resolution, rather than as a special resolution. Notwithstanding that this resolution was voted for unanimously by all ordinary shareholders present at the AGM, the resolution was invalid under the Companies Act 2006.

As I have previously mentioned in my statement the new name better reflects the activities and ambitions of today's global company. Changing the name to "Braime Group PLC" freshens the Company's image and more accurately reflects modern day naming conventions and the colloquial way in which the Company is known in the market.

The directors have therefore resolved to convene a general meeting to be held on 1st August 2019 at 11.45 am at the Company's registered address at Hunslet Road Leeds, the sole purpose of the meeting being to pass a special resolution to change the name of the Company from "T.F. & J.H. Braime (Holdings) P.L.C." to "Braime Group PLC".

I would be grateful if you would once again vote in favour of the resolution by signing the attached Form of Proxy and returning by no later than 11.45 am on 30th July 2019.

Thank you for your support and I apologise for any inconvenience caused.

Yours faithfully

Nicholas Braime
Chairman

PART II

NOTICE OF GENERAL MEETING

T.F. & J.H. BRAIME (HOLDINGS) P.L.C.

(Incorporated and registered in England and Wales with registered number 00488001)

NOTICE IS HEREBY GIVEN that a General Meeting of T.F. & J.H. Braime (Holdings) P.L.C. (the "**Company**") will be held at the offices of the Company, Hunslet Road, Leeds, LS10 1JZ at 11.45 am on 1st August 2019 for the purpose of considering and, if thought fit, passing the following resolution as a Special Resolution:

SPECIAL RESOLUTION

THAT the Company's name be changed to "Braime Group PLC".

By Order of the Board

Nicholas Braime

Chairman

1st July 2019

NOTES:

- 1 The Resolution is proposed as a Special Resolution. This means that for the Resolution to be passed, at least three-quarters of the votes cast on such Resolution must be in favour of such Resolution.
- 2 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD.
- 3 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the office of the Company's registrars no later than 48 hours before the time appointed for holding the meeting.
- 4 The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
- 5 To be entitled to attend and vote at the meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 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 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.
- 7 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 the issuer's agent (ID 7RA11) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 Application 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 proxies appointed through CREST should be communicated to the appointee through other means.
- 8 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.
- 9 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.
- 10 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.
- 11 Any member attending the meeting has the right to ask questions. 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.

