

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 seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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

(Incorporated in England and Wales under number 488001)

Notice of General Meeting of Preference Shareholders

Notice of the General Meeting of Preference Shareholders of T.F. & J.H. Braime (Holdings) P.L.C., to be held at the Company's offices at Hunslet Road, Leeds LS10 1JZ on 31 July 2014 at 11:45 am is set out on pages 3 to 4 of this document.

A Form of Proxy for use in connection with the General Meeting is enclosed and should be completed and returned in the enclosed stamp addressed envelope to the Company at its registered office at Hunslet Road, Leeds LS10 1JZ as soon as possible and, in any event, by no later than 11:45 am on 29 July 2014. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the General Meeting in person should they so wish. If you do not send in a valid Form of Proxy or attend the General Meeting in person to vote, no one else may vote on your behalf.

PART 1

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

(incorporated and registered in England and Wales with registered number 488001)

Directors:

Mr O N A Braime (Chairman)
Mr A Q Braime
Mr C O Braime
Mr M L Mills
Mr P J Alcock (Non-Executive Director)
Mr A W Walker (Non-Executive Director)

Registered Office:

Hunslet Road
Leeds
LS10 1JZ

30 June 2014

Dear Shareholder

General Meeting of Preference Shareholders of T.F. & J.H. Braime (Holdings) P.L.C. (the "Company")

1 INTRODUCTION

I am pleased to be writing to you with details of our General Meeting of Preference Shareholders ("**General Meeting**") which we are holding at the Company's offices at Hunslet Road, Leeds LS10 1JZ on 31 July 2014 at 11:45 am. The formal notice of General Meeting is set out on pages 3 to 4 of this document.

If you would like to vote on the resolution but cannot attend the General Meeting, please fill in the Form of Proxy enclosed with this document and return it as soon as possible to the Company at its registered office, Hunslet Road, Leeds LS10 1JZ. The Company must receive the completed Form of Proxy by 11:45 am on 29 July 2014.

2 BUSINESS TO BE TRANSACTED AT THE GENERAL MEETING

Resolution: Increase of borrowing powers

This resolution seeks the sanction of a majority of the holders of the preference shares of the Company to increase the borrowing powers of the Directors of the Company from one times the 'Adjusted Capital and Reserves' (as defined in the Articles of Association of the Company) to two times the 'Adjusted Capital and Reserves'. A resolution, to so increase the borrowing powers of the Directors of the Company (subject to such sanction), was unanimously passed by the Company's Ordinary Shareholders at the Annual General Meeting held on 16 May 2014.

3 ACTION TO BE TAKEN

You are entitled to appoint one or more proxies to attend and vote at the General Meeting on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete and return the Form of Proxy to the Company at its registered office, Hunslet Road, Leeds LS10 1JZ as soon as possible and, in any event, so as to be received no later than 11:45 am on 29 July 2014. Completion and return of a Form of Proxy will not stop you from attending the General Meeting and voting in person should you so wish.

4 **RECOMMENDATION**

The Directors believe that the existing borrowing headroom, associated with the borrowing powers as currently stated, are sufficient within which to operate for the foreseeable future. The Directors currently have no plans to increase borrowings. However, the existing borrowing powers are not in line with market practice and in the event of a strategic opportunity arising, the Company may be unduly restricted.

The Directors consider that the resolution to be proposed at the General Meeting is in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour, which I intend to do in respect of the Preference Shares held in my name.

Yours faithfully

Mr O N A Braime

Chairman

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

(Incorporated and registered in England and Wales with registered number 48800)

NOTICE OF GENERAL MEETING OF THE PREFERENCE SHAREHOLDERS

Notice is hereby given that the General Meeting of the Preference Shareholders of T.F. & J.H. Braime (Holdings) P.L.C. (the “**Company**”) will be held at the Company’s offices at Hunslet Road, Leeds LS10 1JZ on 31 July 2014 at 11:45 am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolution:

“That, the borrowing powers of the Directors of the Company be increased from one times the ‘Adjusted Capital and Reserves’, as defined in the Articles of Association of the Company, to two times the ‘Adjusted Capital and Reserves’ by amending the Articles so that the word ‘one’ in Article 23.2 of the Articles is deleted and replaced with the word ‘two’.”

Dated: 30 June 2014

Registered Office:

Hunslet Road
Leeds
LS10 1JZ

By order of the Board:

Mr M L Mills

Secretary

Notes

- 1 Copies of the following documents will be available for inspection at the Company’s registered office at Hunslet Road, Leeds LS10 1JZ during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the General Meeting and at the place of the General Meeting itself from 15 minutes before the General Meeting until the conclusion of the General Meeting:
 - 1.1 the service contract of each executive director, where applicable and the letter of appointment of each non-executive director, and
 - 1.2 the Articles of Association of the Company.
- 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 General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
- 3 To be valid, the Form of Proxy must be received at the Company’s registered office at Hunslet Road, Leeds LS10 1JZ by no later than 11:45 am on 29 July 2014.
- 4 The return of a completed Form of Proxy will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
- 5 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the Register of Members of the Company as at 11:45 am on 29 July 2014 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the Register of Members of the Company in order to have the right to attend and vote at the adjourned meeting is 11:45 am on the day preceding the date

fixed for the adjourned meeting. Changes to the Register of Members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.

6 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:

6.1 if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then, on a poll, those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and

6.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in 6.1 above. In particular, the Company notes the recommendation of the Institute of Chartered Secretaries and Administrators that corporate shareholders intending to vote part(s) of their shareholdings in different ways appoint proxies rather than corporate representatives.