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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

This document does not constitute a prospectus for the purposes of the Prospectus Rules of the Financial Conduct Authority nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority, London Stock Exchange plc or any other regulatory authority. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, Ordinary Shares.

SigmaRoc plc

(Registered in England and Wales with company number 05204176)

Proposed Acquisition of CCP Building Products Limited

Proposed Refinancing of Convertible Loan Notes

Increase in Santander Credit Facility

Notice of General Meeting

Your attention is drawn to the letter from the Chairman in this document, recommending you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice convening a General Meeting of the Company to be held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE, United Kingdom on 27 December 2018 at 10.00 a.m. is set out at the end of this document. Shareholders will also find enclosed with this document a proxy form. To be valid, the proxy form must be signed and returned in accordance with the instructions printed on it so as to be received by the Company's registrars, Share Registrars Limited, at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible but in any event no later than 10.00 a.m. on 21 December 2018.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and 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 Company's registrars, Share Registrars Limited (ID 7RA36), by no later than 10.00 a.m. on 21 December 2018.

The completion and posting of a proxy form or the appointment of a proxy through CREST will not preclude shareholders from attending and voting in person at the General Meeting should they wish to do so.

The distribution of this document in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

This document includes forward looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, and any statement preceded or followed by, or including, words such as "target", "believe", "expect", "aim", "intend", "will", "may", "anticipate", "would" or "could", or negatives of such words. Such forward looking statements involve known and unknown risks, uncertainties and other factors beyond the Company's control, that could cause the actual results, performance or achievements of the Group to be materially different to future results, performance or achievements expressed or implied by such statements. Such forward looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. They speak only as at the date of this document. The Company expressly disclaims any obligation to disseminate any update or revision to any forward looking statement in this document to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, unless required to do so by applicable law or the AIM Rules.

Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting. Copies will also be available from the Company's website at www.sigmaroc.com.

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DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

"Proposed Acquisition" the conditional acquisition of the entire issued share capital of CCP on the terms of, and subject to the conditions set out in, the Acquisition Agreement

"Acquisition Agreement" the conditional agreement between the Company and the Selling Shareholders, dated 10 December 2018, containing the terms on, and conditions subject to, which the Company will make the Proposed Acquisition

"AIM Rules" the AIM Rules for Companies published by London Stock Exchange plc from time to time

"Board" or **"Directors"** the directors of the Company whose names are set out on page 6 of this document

"CCP" CCP Building Products Limited incorporated and registered in England and Wales, with registered number 05648989, whose registered office is at Llay Road, Llay, Wrexham, Clwyd, LL12 0TL

"CCP Group" CCP together with its subsidiary undertakings

"CLNs" the £10 million 6 per cent. convertible unsecured loan notes due January 2022 issued by the Company

"Company" or **"SigmaRoc"** SigmaRoc plc incorporated and registered in England and Wales, with registered number 05204176, whose registered office is at 7-9 Swallow Street, London W1B 4DE

"CREST" the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form

"CREST Regulations" the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force

"Deferred Consideration" the deferred consideration payable on completion of the Proposed Acquisition consisting of three payments of approximately £0.29 million to each of the Selling Shareholders on each of the first, second and third anniversaries of completion of the Proposed Acquisition

"EBITDA" earnings before interest, tax, depreciation and amortisation

"Enlarged Share Capital" the existing Ordinary Shares in issue plus the shares to be issued as part of the Initial Consideration and the Poundfield Deferred Consideration Shares

"EPS" earnings per share

"Euroclear" Euroclear UK & Ireland Limited, a company incorporated in England & Wales with registration number 02878738, being the operator of CREST

"General Meeting" the general meeting of the Company to be held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE, United Kingdom on 27 December 2018 at 10.00 a.m., notice of which is set out at the end of this document

"Group" the Company and its subsidiary undertakings

"Initial Consideration" the initial consideration due on completion to the Selling Shareholders of £15.21 million

"Interim Period" such time between the date of the Acquisition Agreement and the date of completion of the Proposed Acquisition

"Ordinary Shares" the ordinary shares of 1 penny each in the capital of the Company

"Poundfield" Poundfield Products (Group) Limited incorporated and registered in England and Wales, with company number 09187217, whose registered office is at The Grove, Creeting St. Peter, Ipswich, England, IP6 8QG, the Company's wholly owned subsidiary

"Poundfield Deferred Consideration Price" means the average of the 20 daily VWAPs of the Ordinary Shares during the 20 trading day period prior to allotment of the Poundfield Deferred Consideration Shares

"Poundfield Deferred Consideration Shares" the new Ordinary Shares to be issued at the Poundfield Deferred Consideration Price to satisfy the deferred share consideration payable to the vendors of Poundfield pursuant to the acquisition of Poundfield by the Company in December 2017

"Ravenscroft" Ravenscroft Limited, a company registered in Guernsey with number 42906 and having its registered office at PO Box 222, Level 5, The Market Buildings, Fountain Street, St Peter Port, Guernsey, GY1 4JG

"Regulatory Information Service" any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements

"Resolutions" the resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document

"Santander" Santander UK plc

"Santander Debt Facility" the £34 million facility between SigmaRoc and Santander comprising a £30 million term facility and £4 million revolving credit facility, pursuant to which the Company has agreed to draw down on to satisfy part of the consideration for the Proposed Acquisition

"Selling Shareholders" Paul Andrew Blanchard and James Woodyer being the vendors of CCP

"SigmaPPG" the Group's specialist division producing and supplying pre-cast concrete products

"VWAP" volume weighted average price

LETTER FROM THE CHAIRMAN

SigmaRoc plc

(Registered in England and Wales with company number 05204176)

Directors:

David Barrett (Executive Chairman)
Max Vermorken (Chief Executive Officer)
Garth Palmer (Finance Director)
Patrick Dolberg (Non-executive Director)
Dominic Traynor (Non-executive Director)

Registered Office:

7-9 Swallow Street,
London, W1B 4DE

10 December 2018

To holders of ordinary shares in the Company and, for information only, to holders of share options and warrants

Dear Shareholder,

Proposed Acquisition of CCP Building Products Limited

Proposed Refinancing of convertible loan notes

Increase in Santander credit facility

Notice of General Meeting

Introduction

I am writing to you to give notice of a general meeting of the Company to be held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE, United Kingdom on 27 December 2018 at 10.00 a.m., formal notice of which is set out at the end of this document.

SigmaRoc announced today that it had conditionally agreed to acquire the entire issued share capital of CCP for an initial cash consideration of £15.21 million (the "Initial Consideration") on a debt free / cash free basis to be satisfied by a draw down on the Santander Debt Facility and a proposed vendor placing of new Ordinary Shares. In addition, there will be a deferred consideration component consisting of three payments of approximately £0.29 million to each of the Selling Shareholders on each of the first, second and third anniversaries of the date of completion of the Proposed Acquisition (the "Deferred Consideration").

In addition, pursuant to the Acquisition Agreement, the Company has also agreed to pay a further cash consideration to the Selling Shareholders based on the EBITDA growth of CCP over the three financial years following completion of the Proposed Acquisition (commencing from the financial year ending 31 May 2019), whereby 30 per cent. of the EBITDA growth over pre-defined annual targets will be payable to the Selling Shareholders at a multiple of 6.25. with an aggregate cap of £15 million.

In addition, the Company has received an offer from Ravenscroft for and on behalf of the majority of holders of the CLNs to enable the Company to redeem the CLNs on terms which the Board considers favourable and intends to accept, subject to the passing of the Resolutions as set out in this document. Full detail on the redemption of the CLNs will be published once the redemption has been formally accepted by the Board.

With the support of Santander, the Company has also agreed an increase of its committed credit facilities from £20m to a total amount of £34m. The key terms of the facility remain broadly in line with the originally agreed Santander Debt Facility. The increased facilities will be utilised for the proposed refinancing of the CLNs (if it proceeds), the acquisition of CCP and to provide finance for further projects the Company is considering.

The Board currently intends to effect the requisite vendor placing in order to complete the Proposed Acquisition by 31 January 2019, which is the longstop date in the Acquisition Agreement. Accordingly, the Board is proposing Resolution 1 such that it has the necessary authority in place to allot Ordinary Shares pursuant to the proposed vendor placing and complete the Proposed Acquisition under the terms of the Acquisition Agreement. The Proposed Acquisition is conditional, *inter alia*, on the passing of Resolution 1 to be proposed at the General Meeting and successful completion of the vendor placing. Should Resolution 1 not be passed, the Proposed Acquisition will not proceed. If the Acquisition Agreement does not complete by 31 January 2019 the Proposed Acquisition will not proceed.

The purpose of this document is to explain the background to and reasons for the Proposed Acquisition and to convene the General Meeting.

Information on CCP

Formed in 2005 via a management buy-out, CCP is one of the largest independent, privately-owned manufacturers and suppliers of concrete products and aggregates in the North West of England and North Wales, with a legacy of 50 years of service to the industry with coverage to the south of Birmingham and to the north of Lancaster. CCP has completed several recent acquisitions of limestone reserves in order to supply further constituent products used in concrete manufacture, asphalt and other forms of construction activity.

CCP has one actively trading subsidiary, CCP Aggregates Ltd. In 2016, CCP amalgamated its Cheshire, Welsh and Lancastrian subsidiaries forming one of the largest independent aggregate block and wet press concrete manufacturers in the UK. CCP previously traded under the company name Cheshire Concrete Products Limited, which was founded in the 1950s. The CCP Group is headquartered in Llay, Wrexham.

The CCP Group's primary operations are the manufacture and sale of pre-cast concrete products, aggregates and trade of cement. The CCP Group's operations are carried out in five main business units:

- Block manufacturing plant (Llay, Wrexham);
- Quarry and aggregate production (Aberdo in North Wales);
- Block manufacturing plant (Middlewich, Cheshire);
- Concrete flag manufacturing (Lancashire); and
- Trading of bulk purchase of cement or aggregates from recognised suppliers to customer order.

For the 12 month period ended 31 August 2018, the CCP Group reported unaudited revenue of £20.9 million, EBITDA of £2.0 million and adjusted EBITDA of £2.6 million after adding back quarry restructuring costs, redundancies, termination payments and other payroll adjustments. The CCP Group reported net assets of £2.1 million based on unaudited management information as at 31 May 2018.

As part of its acquisition of CCP Aggregates Limited (formerly D P Williams Holdings Limited), CCP provided security including a charge over its shares in CCP Aggregates Limited in favour of the seller, D P Williams Group Limited. The charge secures deferred consideration and royalties payable under the agreement dated 29 September 2017 for the purchase of CCP Aggregates Limited by CCP from D P Williams Group Limited.

The deferred consideration is payable upon the grant of planning permissions which allow quarrying of the phase 2 and phase 3 areas of the Aberdo quarry to be carried out (the deferred payments being £100,000 and £350,000 respectively). Neither permission has been granted yet, however it is expected that the phase 2 permission will be granted in the next six months, with phase 3 in the longer term.

Royalties are payable in respect of materials extracted from the Aberdo and Bryn Mawr quarries, calculated at a rate of £0.23 per tonne for the first four years, £0.25 per tonne for the next four years, and £0.27 per tonne for subsequent years. If royalties continue to be payable after 12 years, the rate is to be reviewed every year as the greater of the rate in the preceding year or as calculated in accordance with the retail prices index. The volumetric assessment of the site estimates 40 million tonnes of material for extraction.

The royalties are also subject to a minimum payment of £70,000 in the first year and £100,000 in each subsequent year.

The royalties continue to be payable until either the exhaustion of all commercially workable materials which are permitted to be extracted pursuant to the planning permissions or, if earlier, when CCP ceases to have the right to extract materials. The charge over shares in CCP Aggregates Limited will remain outstanding until these payment obligations are satisfied.

Background to and reasons for the Proposed Acquisition

Since SigmaRoc's re-admission to trading on AIM in January 2017 in conjunction with its acquisition of Ronez Limited for £45.0 million, the Company has embarked on a successful 'buy-and-build' strategy.

In October 2017, the Company announced the acquisition of Topcrete Limited, and its subsidiary Allen (Concrete) Limited, and in December 2017 completed the acquisition of Poundfield. Both of these acquisitions have been integrated into the Group successfully, with both being EPS accretive in their first full year of contribution to the Group.

SigmaRoc believes that integrating CCP into the Group will be value accretive for several reasons, including:

- access to a significant asset footprint with high barriers to entry, including secured internal raw material supply and setup capital exceeding, in aggregate, £22 million on its Llay automated manufacturing plant and 11,000m² production facility at Middlewich;
- increased reserves and resources, with CCP owning a mineral resource of, in aggregate, 13.9Mt;
- CCP has a block market share of 20 per cent. in the region it operates which consistently grew since inception in 2006; and
- consistent organic EBITDA growth and cash flow generation, with the retained senior management team incentivised to achieve ambitious EBITDA milestones over the three years following completion of the Proposed Acquisition.

Overall, the Directors believe that the Proposed Acquisition represents an excellent strategic fit within SigmaRoc's pre-cast platform, SigmaPPG. CCP extends the Group's expertise, footprint, product offering

and scale. It brings to the existing SigmaPPG structure a production hub in the North-West with access into North Wales and the M6 corridor. It adds further commercial and operational experience and, through its trading arm, increases the overall buying power of the Group.

The Board believes that the Proposed Acquisition will put the Company in a strong position in the UK market place going forward, continuing its growth story. The Proposed Acquisition is expected to be EPS accretive in its first full year.

Further details of the Proposed Acquisition

The Company proposes conditionally to acquire the entire issued share capital of CCP from Paul Andrew Blanchford and James Woodyer (the "Selling Shareholders"), each of whom are currently interested in 50 per cent. of CCP. The Initial Consideration will be satisfied on completion of the Proposed Acquisition by the payment of £15.21 million in cash on a debt free / cash free basis, which will be satisfied by a draw down from the Santander Debt Facility and a proposed vendor consideration placing.

On completion of the Proposed Acquisition, the Deferred Consideration consisting of three payments of approximately £0.29 million to each of the Selling Shareholders, will become payable, with each payment due on the first, second and third anniversaries of completion of the Proposed Acquisition.

In addition, pursuant to the Acquisition Agreement, the Company has also agreed to pay a further cash consideration to the Selling Shareholders based on the EBITDA growth of CCP over the three financial years following completion of the Proposed Acquisition (commencing from the financial year ending 31 May 2019), whereby 30 per cent. of EBITDA growth over pre-defined yearly targets will be payable to the Selling Shareholders at a 6.25 multiple with an aggregate cap of £15 million. Accordingly, the senior management of CCP, including the Selling Shareholders, have agreed to stay with the CCP business following completion of the Proposed Acquisition and their earn out consideration is contingent on their continued employment. The earn out payments are to be apportioned equally between the Selling Shareholders and contain good leaver / bad leaver provisions which are tied in with the Selling Shareholders remaining employed with CCP for the duration of the earn out period. As such, if either of the Selling Shareholders ceases to be employed by CCP he will not receive unpaid earn out payments due to him unless he ceases to be employed for reason of death or critical illness in which case he will be paid 75 per cent. of the earn out payment he would have otherwise been entitled to receive. This amount will be insured under a keyman insurance policy and will only be payable up to the amount received under the policy. The Company has also agreed that in circumstances where the wives of either of the Selling Shareholder is diagnosed with a critical illness or dies then the relevant Selling Shareholder will be permitted to leave his employment with CCP as a good leaver and in such circumstances, he will be entitled to still receive 37.5 per cent. of the earn out payments that he would have otherwise been due. These payments are not insured.

The Deferred Consideration is subject to set-off against any claims arising under the warranties and the tax indemnity and the specific indemnities in the Acquisition Agreement. The Selling Shareholders are providing various customary warranties and a tax indemnity in respect of the CCP Group.

During the period between the date of the Acquisition Agreement and the completion of the Proposed Acquisition ("Interim Period") the Selling Shareholders are obligated to notify the Company of any facts or circumstances which would constitute a breach of warranty. Where a warranty has been breached during the Interim Period or is otherwise untrue or inaccurate, the Company will have the option of terminating the Acquisition Agreement.

Specific indemnities have also been given by the Selling Shareholders in relation to various matters including personal injuries suffered by any employees of the CCP Group which are not covered by insurance; any environmental claims against made against the CCP Group; any claims resulting from non-compliance by the CCP Group with health and safety laws; and any misappropriation of monies from CCP.

There are non-compete and non-poaching restrictions placed on each of the Selling Shareholders which remain in force for a period of 3.5 years following the date of completion of the Acquisition Agreement.

The liability of the Selling Shareholders under the Acquisition Agreement is joint and several with the exception of the restrictive covenants being given by each Selling Shareholder; any breach of confidentiality; and the warranties being given by the Selling Shareholders in relation to their power to sell their shares to the Company.

Following completion of the Proposed Acquisition, the Selling Shareholders shall each stay on and continue as directors of CCP under new service agreements with a fixed term of 3 years and the option to extend the term by mutual agreement between the parties.

The Proposed Acquisition is conditional, *inter alia*, on the passing of Resolution 1 to be proposed at the General Meeting and on completion of the Acquisition Agreement by 31 January 2019.

The Santander Debt Facility

In April 2017, the Company entered into a £2 million revolving credit facility with Santander and, in August 2017, the Company entered into a further £18 million term facility with Santander, resulting in an aggregate debt facility of £20 million (the "Santander Debt Facility"), £10 million of which remains available for draw down.

In December 2018, the Company received credit approval from Santander to increase the revolving credit facility to £4 million and the term facility to £30 million, bringing the total Santander Debt Facility to £34 million. The key terms of the Santander Debt Facility remain broadly in line with those originally agreed in 2017.

Accordingly, the Company has agreed, conditional on the passing of Resolution 1, to draw down a further amount to satisfy part of the Initial Consideration for the Proposed Acquisition, in conjunction with the proposed vendor placing in on or before 31 January 2019.

CLN Redemption

The Company has received an offer from Ravenscroft for and on behalf of the majority of holders of the CLNs to enable the Company to redeem the CLNs on terms which the Board considers favourable. Subject to the passing of the Resolutions, the Company intends to accept the offer and will refinance the CLNs with a drawdown from the Santander Debt Facility. Details of the redemption and refinancing will be made public once it has been formally approved by the Board.

David Barrett and Max Vermorken are interested in £125,000 and £25,000 of the CLNs respectively. Accordingly, should the Company agree to accept the offer to refinance the CLNs and Mr Barrett and Mr Vermorken agree to participate in such refinancing, this would be deemed a related party transaction pursuant to AIM Rule 13.

Poundfield Deferred Consideration Shares

Under the terms of the agreement for the acquisition of Poundfield, the Company is obliged to issue the Poundfield Deferred Consideration Shares to the vendors of Poundfield. Since the Directors currently have no authorities to allot and issue Ordinary Shares, Resolution 1(b) is being proposed at the General Meeting to authorise the allotment of the Poundfield Deferred Consideration Shares.

General Meeting

You will find at the end of this document a notice convening a general meeting to be held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE, United Kingdom on 27 December 2018 at

10.00 a.m. to consider and, if thought appropriate, pass an ordinary resolution to permit the directors of the Company to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares comprising:

1. an aggregate nominal amount of £351,351 in connection with the Proposed Acquisition;
2. an aggregate nominal amount of £20,270 in connection with the Poundfield Deferred Consideration Shares;
3. an aggregate nominal amount of £27,027 in connection with the payment of accrued bonuses due to management and certain employees in lieu of cash; and
4. up to an aggregate nominal amount of £179,550 representing approximately 10 per cent. of the Enlarged Share Capital.

In addition, a special resolution is being proposed to permit the Directors to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £27,027.

The ordinary resolution enables the Directors to effect the Proposed Acquisition, permit the issue of the Poundfield Deferred Consideration Shares, enable the issue of the management and employee performance bonus shares, and provide some flexibility to issue further Ordinary Shares representing approximately 10 per cent. of the Enlarged Share Capital without requiring further shareholder approval. The Directors consider having this additional authority in place is necessary to retain flexibility and enable the Company to consider further acquisition opportunities.

The special resolution, which is conditional on the passing of Resolution 1, will permit the Company to pay the accrued bonuses due to management and certain employees in shares rather than cash helping to incentivise future performance.

The Resolutions will expire at the conclusion of the next annual general meeting of the Company. Resolution 1 will be proposed as an ordinary resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 2 will be proposed as a special resolution. For a special resolution to be passed, more than three quarters of the votes cast must be in favour of the resolution.

Action to be taken in respect of the General Meeting

You can vote in respect of your shareholding by attending the General Meeting or by appointing one or more proxies to attend the meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the General Meeting in person should you decide to do so.

Whether or not you propose to attend the General Meeting in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending.

Proxies may be appointed by either:

- completing and returning the enclosed proxy form; or
- using the CREST electronic proxy appointment service (for CREST members only).

In either case, the notice of appointment of a proxy should reach the Company's registrars, Share Registrars Limited of The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR by no later than 10.00 a.m. on 21 December 2018. Please refer to the Notes to the Notice of General Meeting starting on page 12 and the enclosed proxy form for detailed instructions.

The attention of shareholders is drawn to the voting intentions of the Directors set out below.

Recommendation

The Directors believe that the Proposed Acquisition will promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, they unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to, in aggregate, 1,159,658 Ordinary Shares, representing 0.85 per cent. of the share capital of the Company at the date of this document.

Shareholders are reminded that the Proposed Acquisition is conditional, *inter alia*, on the passing of Resolution 1 to be proposed at the General Meeting. Should Resolution 1 not be passed, the Proposed Acquisition will not proceed.

Yours sincerely

David Barrett
Chairman

SIGMAROC PLC

(incorporated and registered in England and Wales no. 05204176)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting (the “**Meeting**”) of SigmaRoc plc (the “**Company**”) will be held on 27 December 2018 at 10.00 a.m. at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE for the purpose of considering and, if thought fit, passing the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolution 2 as a special resolution:

SPECIAL BUSINESS

ORDINARY RESOLUTION

Resolution 1: THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the “**Rights**”) provided that such authority shall be limited to:

- (a) the allotment up to an aggregate nominal amount of £351,351 for the acquisition of CCP Building Products Limited on the terms set out in the circular to shareholders of the Company dated 10 December 2018 of which this notice forms part of (the “Circular”);
- (b) the allotment up to an aggregate nominal amount of £20,270 for the purposes of the Poundfield Deferred Consideration Shares (as such term is defined in the Circular);
- (c) the allotment up to an aggregate nominal amount of £27,027 for the purposes of remunerating performance bonuses of Company management and certain employees; and
- (d) in addition to sub-paragraphs (a) – (c) up to an aggregate nominal amount of £179,550 (being approximately 10 per cent. of the Enlarged Share Capital as defined in the Circular),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2019, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTION

Resolution 2: THAT, conditional on the passing of Resolution 1 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £27,027; and provided that this power

shall expire on the commencement of the next Annual General Meeting of the Company or 30 June 2019, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Heytesbury Corporate LLP

Company Secretary

Dated: 10 December 2018

Registered office:

7-9 Swallow Street

London, W1B 4DE

Notes to the Notice of General Meeting:

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 10.00 a.m. on 21 December 2018 (or in the event that this meeting is adjourned, on the register of members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. 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.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of proxy through CREST

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). 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 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 Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Share Registrars Limited (ID 7RA36) no later than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Share Registrars Limited 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 does not make available special procedures in CREST for any particular message. 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 or her 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.*

Changing proxy instructions

10. *To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.*

Termination of proxy appointments

11. *In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.*

Joint shareholders

12. *In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.*

Corporate representatives

13. *A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.*

Issued shares and total voting rights

14. *As at the date of this notice of general meeting, the Company's issued share capital comprised 136,705,557 ordinary shares of 1 penny each fully paid. The Company does not hold any shares in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this notice of general meeting is 136,705,557.*

Communication

15. *Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):*
- (a) calling Share Registrars Limited's shareholder helpline on 01252 821 390 (calls to this number are charged at applicable domestic rates) or from overseas on +44 1252 821 390 (charged at the applicable international rates). Lines are open from 9.00 a.m. to 5.00 p.m. on business days (i.e. Monday to Friday but excluding public holidays); or*
 - (b) in writing to the Company by fax to +44 20 7681 3861.*
16. *You may not use any electronic address provided in this notice of general meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.*