

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 the document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser.

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



JAMES FISHER AND SONS PLC

(Incorporated in England and Wales under number 211475)

Notice of Annual General Meeting

to be held at 10:30 am on Thursday 30 May 2024

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LETTER TO SHAREHOLDERS

23 April 2024

Dear Shareholder

Notice of Annual General Meeting 2024 (AGM)

I am pleased to invite you to the AGM of James Fisher and Sons plc (the Company) to be held at the Abbey House Hotel & Gardens, Abbey Road, Barrow-in-Furness, LA13 0PA on Thursday 30 May 2024 at 10:30 am.

We consider the AGM to be an important part of our engagement with shareholders and we look forward to welcoming shareholders to attend the AGM in person. Refreshments will be available before and after the meeting. Anyone not able to attend the AGM in person should vote by proxy before the meeting.

Any shareholder who is unable to join us on the day but wishes to raise a question in connection with the business to be conducted at the AGM can do so by sending it by email to secretariat@james-fisher.co.uk by no later than 5:00 pm on 23 May 2024.

Your vote counts

Your vote is important to us – you can:

- attend and vote at the AGM in person. Voting at the AGM will be conducted by way of a poll;
- register your proxy vote electronically by logging on to our Registrar's website, www.signalshares.com, or by using the service offered by Euroclear UK & International Limited for members of CREST (as explained in note 6 on page 06); or
- if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:30 am on 28 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

Please note that all proxy appointments must be received by our Registrar no later than 48 hours before the start of the AGM.

To reduce the Company's environmental impact, our intention is to remove paper from the voting process as far as possible and so a paper proxy form has not been issued this year. You can request a hard copy form as set out in note 2 on page 06.

The AGM voting results will be published on the Company's website at <https://www.james-fisher.com/investors/shareholder-centre/agm-information> and released to the London Stock Exchange. In 2023, all resolutions were passed at the meeting with votes ranging from 88 per cent to 100 per cent in favour.

Board changes

On 1 December 2023, Duncan Kennedy stepped down from the Board as Group Chief Financial Officer, and Karen Hayzen-Smith joined the Board as Group Chief Financial Officer on the same date. I would like to thank Duncan Kennedy for his considerable contribution to James Fisher during his tenure as Chief Financial Officer, helping to navigate the Group through some challenging events, in particular the 2023 refinancing. Karen brings considerable experience to the Executive Team, having worked in the energy and defence sectors, and a strong track record across all aspects of finance leadership.

The Company announced the appointment of Shian Jastram as an Independent Non-Executive Director on 1 March 2024. Shian brings a wealth of invaluable international experience to the Board in operational and transformational leadership roles in the renewables sector, including offshore wind and green hydrogen. Karen and Shian will stand for election by shareholders for the first time at this year's AGM, and their biographies, as well as those of the Directors standing for re-election at the AGM, can be found on pages 10 and 11.

Having served on the Board for over nine years, Aedamar Comiskey will retire as a Director of the Company at the conclusion of the AGM. The Board and I would like to thank Aedamar for her wise counsel and considerable contribution to the Company as Senior Independent Director and Remuneration Committee Chair.

Changes to AGM arrangements

All shareholders are encouraged to monitor the Company's website <https://www.james-fisher.com/investors/shareholder-centre/agm-information>, where we will communicate any changes to the AGM arrangements, should the need arise.

Recommendation

The Board believes that all the proposals considered at the AGM are in the best interests of the Company and its shareholders as a whole, and recommend that the shareholders vote in favour of the resolutions. The Directors will be voting in favour of the resolutions in respect of their own shareholdings.

Yours faithfully

Angus Cockburn
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of James Fisher and Sons plc will be held at the Abbey House Hotel & Gardens, Abbey Road, Barrow-in-Furness, LA13 0PA on Thursday 30 May 2024 at 10:30 am. You will be asked to consider and vote on the resolutions below. Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions and Resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

Ordinary Resolutions

Resolution 1

To receive the Annual Report and Accounts for the year ended 31 December 2023.

Resolution 2

To approve the Directors' Remuneration Policy as set out on pages 95 to 99 (inclusive) of the Annual Report and Accounts.

Resolution 3

To approve the Directors' Remuneration Report for the financial year ended 31 December 2023, as set out on pages 92 to 109 of the Annual Report and Accounts (excluding the Directors' Remuneration Policy on pages 95 to 99 of the Annual Report and Accounts).

Resolution 4

To elect Ms K V Hayzen-Smith as a Director of the Company.

Resolution 5

To elect Ms S V Jastram as a Director of the Company.

Resolution 6

To re-elect Mr A G Cockburn as a Director of the Company.

Resolution 7

To re-elect Mr J B Vernet as a Director of the Company.

Resolution 8

To re-elect Mr J R Atkinson as a Director of the Company.

Resolution 9

To re-elect Dr I Braunschmidt as a Director of the Company.

Resolution 10

To re-elect Ms C L Hawkings as a Director of the Company.

Resolution 11

To re-elect Mr K P Pandya as a Director of the Company.

Resolution 12

To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next AGM of the Company.

Resolution 13

To authorise the Audit Committee to determine the auditor's remuneration.

Resolution 14

That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, and convert any security into, shares in the Company (Rights) up to an aggregate nominal amount of £4,157,840 provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and, that all authorities previously granted to the Directors to allot shares and grant Rights that remain unexercised at the conclusion of this meeting be and are hereby revoked.

Special Resolutions

Resolution 15

That subject to the passing of Resolution 14, the Directors be and are hereby given power to allot equity securities (as defined in section 560 of the Companies Act 2006 (the Act)) of the Company for cash pursuant to the authority conferred by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, in either case as if section 561(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to:

- a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders and other persons are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- b) the allotment (otherwise than pursuant to sub-paragraph (a) above) to any person or persons of equity securities up to an aggregate nominal amount of £629,975,

and shall expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

NOTICE OF ANNUAL GENERAL MEETING CONT.

Resolution 16

That subject to the passing of Resolution 14, the Directors be and are hereby given power in addition to any authority granted under Resolution 15 to allot equity securities (as defined in section 560 of the Companies Act 2006 (the Act)) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, in either case as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £629,975; and
- b) used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

and shall expire at the conclusion of the next AGM of the Company or, if earlier, at the close of business on 30 June 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 17

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the Act) to make one or more market purchases (within the meaning of section 693(4) of the Act) of up to a maximum aggregate of 2,519,903 ordinary shares of 25p each in the capital of the Company at a price per share (exclusive of expenses) of not less than 25p and not more than an amount equal to the higher of (a) 105 per cent of the average of the middle market quotations for such ordinary share, for the five business days immediately preceding the day of purchase and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; unless previously renewed, revoked or varied, such authority will expire at the conclusion of the next AGM of the Company, or, if earlier, at the close of business on 30 June 2025 save that the Company may purchase ordinary shares at any later date where such purchase is pursuant to any contract or contracts made by the Company before the expiry of this authority.

Resolution 18

That any general meeting (other than an AGM) may be called on not less than 14 clear days' notice.

Angus Cockburn
Chairman

23 April 2024

Registered office:

Fisher House, Michaelson Road, Barrow-in-Furness, Cumbria, LA14 1HR.
Registered in England and Wales under number: 211475

NOTES

1. Only persons entered on the register of members of the Company at close of business on 28 May 2024 (or, if the meeting is adjourned, at close of business on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
2. You may vote in one of the following ways:
 - Register your vote online through our Registrar's portal – www.signalshares.com. You will need your IVC.
 - CREST members may use the CREST electronic proxy appointment service as detailed in the note below.
 - In person at the AGM.
 - If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

The proxy form invites you to vote in one of three ways for each of the resolutions: 'for', 'against' or 'vote withheld'. The 'vote withheld' option enables you to abstain on any particular resolution, but it is not a vote in law, therefore it will not be counted in the calculation of the proportion of votes for and against a resolution.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk or calling +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Phone lines are open between 9:00 am - 5:30 pm, Monday to Friday excluding public holidays in England and Wales.

All proxy appointments, whether electronic or hard copy, must be received by the Company's Registrar no later than 10.30 am on 28 May 2024 (or, in the event that the meeting is adjourned, no later than 48 hours (excluding any part of the day that is not a working day) before the time of any adjourned meeting).

3. Any member who has not elected to receive a printed copy of the Annual Report and Accounts 2023 may obtain copies by writing to the Company Secretary, Fisher House, Michaelson Road, Barrow-in-Furness, Cumbria, LA14 1HR. Members who wish to receive the printed Annual Report and Accounts, free of charge, in future years should write to the Company's Registrars, FREEPOST SAS, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

4. Any member entitled to vote at the above meeting may appoint one or more proxies to attend, speak and vote on their behalf. A proxy need not be a member of the Company but must attend the meeting in order to represent a member. A proxy could be the Chair of the AGM or another person who has agreed to attend and represent a member. If you wish your proxy to speak on your behalf, you will need to appoint someone other than the Chair as your proxy.

A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. Completion of the proxy form will not preclude a member from attending and voting in person. The deadline for receipt of proxy appointments also applies in relation to amended instructions, and any attempt to amend a proxy appointment after the relevant deadline may be disregarded. Where two or more valid proxy appointments are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. You must inform the Company's Registrar in writing of any termination of the authority of a proxy.

5. The right to appoint a proxy cannot be exercised by persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (Nominated Person): they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated Persons should contact the registered member by whom they were nominated in respect of these arrangements.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EU) 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 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 number – RA10) 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
7. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

8. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.
9. Copies of the Directors' service contracts and the letters of appointment of the Non-Executive Directors will be available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) until the close of the AGM and will be at the place of the AGM from 10:00 am on the date of the meeting until the close of the meeting.
10. Members satisfying the thresholds in section 527 of the Companies Act 2006 (the Act) can require the Company to publish a statement on its website setting out (i) any matter relating to 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 meeting, or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with section 437 of the Act, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it is made available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
11. The Company must cause to be answered any question relating to the business being dealt with at the meeting which is put by a member attending the meeting, except where: (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. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.
12. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.james-fisher.com. A member may not use any electronic address provided by the Company in this document or any related documents (including the proxy form) for communication with the Company for any purpose other than as expressly stated in it.
13. As at 23 April 2024 (being the latest practicable date before the publication of this Notice), the Company's issued share capital consists of 50,398,063 ordinary shares, carrying one vote each, and 100,000 preference shares carrying one vote each. Therefore, the total voting rights in the Company are 50,498,063. There are no shares held in treasury.
14. It is proposed that all votes on the Resolutions at the AGM will be taken by way of a poll. On a vote by poll, every shareholder has one vote for every share held.
15. As soon as practicable following the AGM, the results of the voting at the meeting and the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a Regulatory Information Service and also placed on the Company's website at www.james-fisher.com.
16. The Company may process personal data of attendees at the meeting. This may include photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at www.james-fisher.com.

EXPLANATORY NOTES

Explanatory Notes

Resolution 1 – Annual Report and Accounts

The Companies Act 2006 (CA 2006) requires the Directors of a public company to lay its Annual Report and Accounts before the Company in general meeting. The Company proposes, as an ordinary resolution, a resolution on its Annual Report and Accounts.

Resolutions 2 and 3 – Directors' Remuneration Policy and Directors' Remuneration Report

In accordance with the CA 2006, the Company proposes an ordinary resolution to approve the Directors' Remuneration Policy as set out on pages 95 to 99 of the Annual Report and Accounts. It is intended that, if approved, this will take effect immediately after the AGM and will replace the existing policy that was approved by shareholders in April 2021. It is anticipated that the Directors' Remuneration Policy will be in force for three years although the Company will closely monitor regulatory changes and market trends and, if necessary, we may present a revised policy for approval within that three-year period. The Directors' Remuneration Policy has been developed following a thorough review of current arrangements by the Remuneration Committee and consultation with our major shareholders, led by the Remuneration Committee Chair. Following this review, the Committee concluded that the existing remuneration policy remains largely fit-for-purpose. As a result, only minor changes are proposed; principally an increase to the bonus opportunity and updating the approach to bonus deferral.

The Company proposes an ordinary resolution to approve the Directors' Remuneration Report for the financial year ended 31 December 2023, as set out on pages 92 to 109 of the Annual Report and Accounts (excluding the Directors' Remuneration Policy on pages 95 to 99 of the Annual Report and Accounts). The Directors' Remuneration Report comprises an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee. The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis. The vote on Resolution 3 is advisory only and the Directors' entitlement to remuneration is not conditional on it being passed. The Company's auditor, KPMG LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited.

Resolutions 4 and 5 – Election of Directors

Karen Hayzen-Smith was appointed to the Board on 1 December 2023 as Chief Financial Officer. Shian Jastram was also appointed to the Board on 1 March 2024 as an Independent Non-Executive Director. Karen and Shian are therefore seeking election by shareholders for the first time.

Resolutions 6 to 11 – Re-election of Directors

The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. This follows a process of formal evaluation which confirms that each Director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required).

In accordance with the UK Corporate Governance Code and the Company's Articles of Association, all Directors will again stand for election or re-election, as relevant, at the AGM this year. Biographies are set out in the Appendix to this Notice and are also available on pages 77 to 79 of the Annual Report and Accounts and on our website. It is the Board's view that these biographies illustrate why the contribution of each Director is and continues to be important to the Company's long-term sustainable success.

Resolutions 12 and 13 – Re-appointment of auditor and auditor's remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. These resolutions propose the re-appointment of KPMG LLP as the Company's auditor, following the recommendation of the Audit Committee, to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company, and authorise the Audit Committee to agree the auditor's remuneration.

Resolution 14 – Authority to allot shares

Authority is given to the Directors to allot shares in the Company and to grant rights to subscribe for, and convert any security into shares in the Company up to a total nominal amount of £4,157,840 representing approximately 33% of the nominal value of the Company's total issued ordinary share capital as at 23 April 2024, being the latest practicable date before publication of this Notice. The authority will expire at the conclusion of the AGM to be held in 2025, or, if earlier, on 30 June 2025 and replaces an authority granted at last year's AGM which expires at the conclusion of the forthcoming AGM.

The Directors have no present intention to exercise this authority. As at 23 April 2024, the Company does not hold any treasury shares.

Resolutions 15 and 16 – Limited dis-application of pre-emption rights

Resolution 15, which will be proposed as a special resolution, seeks to renew the authority conferred on the Directors at last year's AGM to issue equity securities of the Company for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Other than in connection with a rights issue or other pre-emptive offer (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements) the authority contained in this resolution will be limited to an aggregate nominal value of £629,975 which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash, and which represents approximately 5% of the Company's issued ordinary share capital as at 23 April 2024, being the latest practicable date prior to the publication of this Notice.

Resolution 16 is in addition to Resolution 15 and is also a special resolution. Resolution 16 will enable the Directors to allot shares for cash or sell shares out of treasury up to a further nominal amount of £629,975 representing approximately 5% of the Company's issued ordinary share capital as at 23 April 2024, being the latest practicable date before the publication of this Notice, without first having to offer them to existing shareholders in proportion to their existing shareholdings. The authority under Resolution 16 will only be used to allot shares or sell shares out of treasury in connection with an acquisition or specified capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles and which is announced contemporaneously with the allotment or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Directors have no current intention of exercising this authority. If this authority is used, the Company will publish details of the placing in its next Annual Report and Accounts. The Board continues to keep this authority under review.

The authorities under Resolutions 15 and 16 will lapse at the conclusion of the AGM to be held in 2025 or on 30 June 2025, whichever is earlier. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £1,259,950, which represents approximately 10% of the Company's issued ordinary share capital as at 23 April 2024.

Resolution 17 – Authority to purchase own shares

This special resolution gives the Company authority to purchase in the market up to 2,519,903 of its ordinary shares of 25p each (representing approximately 5% of the Company's total issued ordinary share capital). The minimum and maximum prices at which such shares can be purchased is as stated in the Resolution. The authority will expire at the conclusion of the AGM to be held in 2025, or on 30 June 2025, whichever is earlier, and replaces a similar authority granted at last year's AGM which expires at the conclusion of the forthcoming AGM.

If any ordinary shares purchased pursuant to this authority are not held by the Company as treasury shares, then such shares would be immediately cancelled in which event the number of ordinary shares in issue would be reduced. As at 23 April 2024, being the latest practicable date before publication of this Notice, there were options over ordinary shares in the capital of the Company representing 1.03% of the Company's total issued ordinary share capital. If the existing authority to purchase the Company's ordinary shares granted at the Company's last annual general meeting and the proposed authority now being sought were to be exercised in full and those shares were subsequently cancelled, these options would represent 1.08% of the Company's total issued ordinary share capital.

The Directors have no present intention to exercise this authority and in reaching their decision to purchase ordinary shares will take into account, amongst other things, the Company's cash resources and capital requirements, the effect of any purchase on earnings per share and whether it is in the best interests of shareholders generally.

Resolution 18 – Authority to hold general meetings (other than an AGM) on 14 clear days' notice

The notice period required by the Companies Act 2006 for general meetings is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice. This special resolution renews an authority given at last year's AGM which enables the Company to call general meetings (other than an AGM) on 14 clear days' notice. In order to preserve this ability, shareholders must have approved the calling of meetings on 14 clear days' notice.

Resolution 18, which is proposed as a special resolution, seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for general meetings, but only where, taking into account the circumstances, the Directors consider that the flexibility is merited by the business of the meeting and is in the interests of the Company and shareholders as a whole.

APPENDIX 1 – DIRECTORS' BIOGRAPHIES

CHAIRMAN

ANGUS COCKBURN

Non-Executive Chairman of the Board and Nominations Committee +

Year of Appointment: 2021

Appointment: Angus was appointed Non-Executive Chairman to the Board and the Nominations Committee in May 2021.

Key strengths and experience:

- Extensive business leadership experience.
- Strong strategic and financial knowledge.

Angus joined from Serco Group plc, where he was Group Chief Financial Officer, a position he held since October 2014. Angus's previous roles have included Chief Financial Officer and Interim Chief Executive of Aggreko plc, Managing Director of Pringle of Scotland, and senior finance positions at PepsiCo Inc. He was also previously a Non-Executive Director of Howdens Joinery Group plc and GKN plc.

He is a chartered accountant with an MBA from the IMD Business School in Switzerland and is an Honorary Professor at the University of Edinburgh and a member of the Institute of Chartered Accountants of Scotland.

External appointments: Senior Independent Non-Executive Director of Ashtead Group plc; Non-Executive Director of BAE Systems plc; Non-Executive Director of STS Global Income & Growth Trust plc; and Senior Non-Executive Director of the privately-owned Edrington Group Limited. Angus will step down as a Non-Executive Director of STS Global Income & Growth Trust plc at the company's 2024 AGM.

EXECUTIVE DIRECTORS

JEAN VERNET

Chief Executive Officer

Year of Appointment: 2022

Appointment: Jean joined the Group as Chief Executive Officer in September 2022.

Key strengths and experience:

- Strong leadership skills.
- Clear strategic mindset.
- Significant financial experience.
- Commercial and business management.

Jean has considerable experience working in the energy and the technology sectors in both the UK and around the world. Most recently, Jean was Chief Executive Officer of Smiths Group's largest division, John Crane, where he drove a highly effective growth strategy in a business that operates in over 50 countries. He has an engineering degree and spent over a decade in various financial and market facing roles with energy services business, Schlumberger. His experience also includes five years as Chief Financial Officer of Expro, the offshore energy services provider, during which time he played a key role in its successful turnaround.

External appointments: None.

KAREN HAYZEN-SMITH

Chief Financial Officer

Year of Appointment: 2023

Appointment: Karen was appointed to the Board as Chief Financial Officer in December 2023.

Key strengths and experience:

- Significant financial leadership experience.
- Extensive global experience in the industrial, defence and energy sectors.

Karen was the Director of Group Finance at Johnson Matthey plc, a position she held from January 2020 to November 2023 – including the role of Interim Chief Financial Officer for six months, in November 2020. Karen's previous roles also include Finance Director for the Aviation sector of Babcock plc and a variety of senior finance roles at Vodafone plc, Hanson plc and Amec Foster Wheeler plc. Karen began her career at Arthur Anderson. She is a member of the Institute of the Chartered Accountants of Scotland and the Chartered Institute of Taxation.

External appointments: Governor of Oxford Brookes University and Chair of Audit Committee.

INDEPENDENT NON-EXECUTIVE DIRECTORS

JUSTIN ATKINSON

Independent Non-Executive Director and Chair of the Audit Committee *#+

Year of Appointment: 2018

Appointment: Justin was appointed to the Board in February 2018 and was appointed Chair of the Audit Committee in May 2018.

Key strengths and experience:

- Significant operational and financial experience through his previous and current roles.
- Substantial experience on boards of listed companies in both executive and non-executive roles.

Justin was formerly Chief Executive Officer of Keller Group plc between April 2004 and May 2015, having previously held the position of Group Finance Director and Chief Operating Officer. He was also previously a Non-Executive Director of Sirius Real Estate Ltd and Chair of the Audit Committee. Justin was a financial manager at Reuters plc and trained and qualified as a chartered accountant at Deloitte Haskins & Sells.

External appointments: Chairman of Forterra plc and Senior Independent Non-Executive Director of Kier Group plc.

* Audit Committee

Remuneration Committee

+ Nominations Committee

INKEN BRAUNSCHMIDT

Independent Non-Executive Director and Chair of the Remuneration Committee *#+

Year of Appointment: 2019

Appointment: Inken was appointed to the Board in March 2019. She was appointed Chair of the Remuneration Committee in November 2023.

Key strengths and experience:

- Strategic growth mindset.
- Significant global operational experience.
- Track record in innovation, technology, digital transformation and management.

Inken was previously Chief Innovation and Digital Officer and member of the Executive Board at Halma plc. Prior to joining Halma plc in 2017, Inken spent 13 years at RWE AG, the German energy giant, and its renewables subsidiary Innogy SE, where she held various international leadership roles focusing particularly on strategy, innovation, digital transformation and change management. Inken studied Innovation & Technology at Kiel University and has a PhD in Technology Management. Inken is a committee member of the Royal Academy of Engineering Enterprise Hub.

External appointments: Committee Member of the Royal Academy of Engineering.

KASH PANDYA

Independent Non-Executive Director and Non-Executive Director for Employee Engagement *#+

Year of Appointment: 2021

Appointment: Kash was appointed to the Board in November 2021. He was appointed as the Non-Executive Director for Employee Engagement in January 2024.

Key strengths and experience:

- Considerable international leadership experience.
- Strong knowledge of manufacturing and service businesses.

Kash is Vice Chairman of the Supervisory Board of Vantage Towers AG and Non-Executive Director of TowerCo of Africa. Kash was formerly Chief Executive Officer of Helios Towers plc (HTWS), between August 2015 and April 2022, and Non-Executive Deputy Chairman between May 2022 and August 2022. Kash was Chairman of Climate Impact Partners, a world leading Voluntary Carbon Market Group, between January 2022 and December 2023. Prior to joining HTWS, Kash spent eight years on the board of Aggreko plc, with responsibility for managing its European and International businesses. Kash previously worked for various engineering and manufacturing companies in a number of senior roles, including Jaguar, General Electric Company, Ford Motor Company, Novar plc (then Caradon) plc, APW Limited and Johnston Group.

External appointments: Vice Chairman of Supervisory Board of Vantage Towers AG and Board member of TowerCo of Africa.

CLAIRE HAWKINGS

Senior Independent Non-Executive Director *#+

Year of Appointment: 2022

Appointment: Claire was appointed to the Board in January 2022. She was appointed Senior Independent Director in November 2023.

Key strengths and experience:

- Significant experience in the energy sector.
- ESG/sustainability leadership and management expertise.
- Experience of the development and delivery of organisational strategies including business process transformation, leadership succession and diversity and inclusion.
- Extensive experience in portfolio management and leading complex commercial transactions.

Claire is a Non-Executive Director and Chair of the ESG committee of Ibstock plc. Claire is also a Non-Executive Director and Chair of the Responsible Business Committee of FirstGroup plc as well as a Non-Executive Director of Defence Equipment and Support, a Bespoke Trading Entity and Arm's Length Body of the Ministry of Defence. Claire has over 30 years' experience in the energy sector, where she held a variety of international leadership positions, most recently with Tullow Oil plc, and prior to that with BG Group plc and British Gas plc. Claire is a fellow of the Energy Institute and Chapter Zero.

External appointments: Non-Executive Director of Ibstock Plc; Defence Equipment and Support; and FirstGroup plc.

SHIAN JASTRAM

Independent Non-Executive Director *#+

Year of Appointment: 2024

Appointment: Shian was appointed an Independent Non-Executive Director on 1 March 2024.

Key strengths and experience:

- Significant global operational and transformational leadership.
- Renewables sector expertise, including offshore wind and green hydrogen.

Shian worked in a variety of leadership positions at Ørsted, one of the world's leading renewable energy companies, from 2006 to 2022. While at Ørsted, she was inter alia Head of Operations Excellence, Offshore Wind and Head of Business & Market Development, Power-to-X, where she led the global market scale-up of Ørsted's green hydrogen and renewable fuels business. Shian has a degree in Law from the University of Copenhagen and spent her early career in M&A advisory.

External appointments: None.

* Audit Committee
Remuneration Committee
+ Nominations Committee

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