



HEART OF MIDLOTHIAN PLC

(Incorporated in Scotland with registered number 5863)

Notice of Annual General Meeting

Tynecastle Park
Gorgie Road
Edinburgh
EH11 2NL

17 November 2020

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It gives you notice of, and lists the resolutions to be voted on during, the forthcoming annual general meeting of Heart of Midlothian plc (the "Company"). If you no longer hold shares in the Company, please pass this document and the enclosed form of proxy to the purchaser or transferee, or to the agent or stockbroker through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the 114th annual general meeting of Heart of Midlothian PLC ("Company") will be held at the Heritage Lounge, Tynecastle Park, Gorgie Road, Edinburgh, EH11 2NL on Thursday 17 December 2020 at 11.00 am to transact the business set out below.

The 2020 Annual General Meeting will be a closed meeting, in light of the UK Government's restrictions on public gatherings, which are in place at the time of issuing this notice. Shareholders will not be permitted entry to the meeting.

Ordinary Business:

1. To receive and adopt the Company's annual accounts and strategic and directors' and auditors' reports for the year ended 30 June 2020 (copies of which will be available to view on the Company's website at www.heartsfc.co.uk on 30 November 2020) (together the "Accounts") as the accounts of the Company for the year ended 30 June 2020.
2. To appoint Andrew John McKinlay, who has been appointed by the board since the last general meeting, as a director of the Company.
3. To reappoint Ann Cochrane Cook Wallace Budge, who retires by rotation, as a director of the Company.
4. To reappoint Stuart Robert Wallace, who retires by rotation, as a director of the Company.
5. To reappoint Jacqueline Duncan who retires by rotation, as a director of the Company.
6. To reappoint Johnston Carmichael as auditors of the Company, to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company.
7. To authorise the directors to determine the remuneration of the auditors.

No special business is proposed.

By order of the board

Jacqui Duncan

Company Secretary
17 November 2020

NOTES:

Entitlement to attend and vote

1. In light of the UK Government's restrictions on public gatherings, it has been confirmed that attendance at a general meeting by shareholders is not "essential for work purposes" and, accordingly, the meeting will be run as a closed meeting and shareholders, their proxies and other attendees will not be permitted to attend and will be refused entry. Shareholders are kindly urged to vote by proxy, appointing the Chairman of the meeting as their proxy, rather than a named person who will not be permitted to attend the meeting.
2. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 11am on Tuesday 15 December 2020 (or, if the meeting is adjourned, 48 hours before the time appointed for the commencement of the adjourned meeting (excluding any part of a day that is not a working day)) shall be entitled to vote, in respect of the number of shares registered in their name at that time.

Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to vote (and the number of votes they may cast) at the meeting.

Proxies

3. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to 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. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in these notes and the notes to the proxy form.

4. A form of proxy has been sent to all shareholders. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given in the proxy form, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

In the case of joint holders, where more than one of the joint holders' purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appears in the Company's register of members in respect of the joint holding (the first named being the most senior).

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, no later than 11am on Tuesday 15 December 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Corporate representatives

5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares. A director, the secretary or other person authorised for the purpose by the secretary may require all or any such persons to produce a copy of the resolution of authorisation certified by an officer of the corporation before permitting him to exercise his powers.

Documents available for inspection

6. Subject to the UK Government's restrictions referred to above, the following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
 - 6.1 Copies of the Company's annual accounts and strategic and directors' and auditors' reports for the year ended 30 June 2020.
 - 6.2 Copies of the letters of appointment of the non-executive directors.

Closed Meeting

7. As shareholders will not be able to attend the meeting, the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions on the business of the meeting should be emailed to AGM2020@hompic.co.uk before 6.00pm on Tuesday 15 December 2020 and responses will be posted on the Company's website on the day after the meeting. The Company will answer any such questions relating to the business being dealt with at the meeting, but no such answer need be given if:
 - a) to do so would interfere unduly with the preparations for the meeting or involve the disclosure of confidential information; or
 - 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.