



HEART OF MIDLOTHIAN PLC

(Incorporated in Scotland with registered number 5863)

Notice of Annual General Meeting

Tynecastle Park
Gorgie Road
Edinburgh
EH11 2NL

14 November 2023

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 117th Annual General Meeting of Heart of Midlothian PLC ("Company") will be held at the Gorgie Suite, Tynecastle Park, Gorgie Road, Edinburgh, EH11 2NL on Thursday 14 December 2023 at 11.00 am to transact the business set out below.

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 2023 (copies of which are available to view on the Company's website at www.heartsfc.co.uk) (together the "Accounts") as the accounts of the Company for the year ended 30 June 2023.
2. 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.
3. To authorise the directors to determine the remuneration of the auditors.
4. To re-appoint Kevin Douglas Windram, who retires by rotation, as a director of the Company.

By order of the board

Jacqui Duncan

Company Secretary
14 November 2023

NOTES:

Entitlement to attend and vote

1. The right to attend and 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 6.30pm on 12 December 2023 (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 attend and 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

2. A shareholder who is entitled to attend and vote at the meeting 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 Form of Proxy.

3. A Form of Proxy (also called a proxy form) 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 12 December 2023 (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).

A shareholder may terminate a proxy instruction, but to do so they will need to inform the Company's registrar in writing sending a signed hard copy notice clearly stating the shareholder's intention to revoke their proxy appointment 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 12 December 2023 (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).

If a shareholder attempts to revoke their proxy appointment but the revocation is received after the time specified, their original proxy appointment will remain valid unless they attend the meeting and vote in person.

Appointment of a proxy does not preclude the shareholder from attending the meeting and voting in person. If a shareholder has appointed a proxy and attends the meeting in person their proxy appointment will automatically be terminated.

Corporate representatives

4. 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

5. Subject to any UK Government's restrictions, preventing the same, 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.
- 5.1 Copies of the Company's annual accounts and strategic and directors' and auditors' reports for the year ended 30 June 2023.