



# Notice of Annual General Meeting

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Vp plc please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

**Notice of the Annual General Meeting (“AGM”) of Vp plc to be held at Rudding House, Rudding Park, Follifoot, Harrogate HG3 1JH at 10am on 23 July 2025 is set out in this document and the recommendations of the directors are set out on page 2.**

The Company does not provide a paper Form of Proxy for use at the AGM and, accordingly, your shareholders are encouraged to vote electronically at [www.signalshares.com](http://www.signalshares.com) or via the VOTE+ app as your vote will automatically be counted. A proxy may also be appointed for CREST members by using the CREST electronic proxy appointment service. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). You may request a hard copy Form of Proxy directly from the Registrar (contact details and further details of how to vote by proxy or online are set out in the administrative notes in connection with the AGM on pages 4 to 5).

To be valid, any instrument appointing a proxy should be completed and sent to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event so as to arrive no later than by 10am on Monday 21 July 2025, being 48 hours before the AGM (excluding weekends and bank holidays).

We also encourage you to submit any question that you would like to be answered at the AGM by sending it, together with your name as shown on the Company's register of members, to the following email address: [enquiries@vpplc.com](mailto:enquiries@vpplc.com) so that it is received by no later than Friday 18th July 2025. Please see explanatory note on page 6 for guidance on members' rights to ask questions and when the Company will cause them to be answered.

**Directors**

Jeremy Pilkington  
Anna Bielby  
Keith Winstanley  
Phil White\*  
Mark Bottomley\*  
Stuart Watson\*  
Richard Smith\*

\* non-executive directors

**Vp plc**

(Registered in England and  
Wales with no. 481833)

**Registered office**

Central House  
Beckwith Knowle  
Otley Road  
Harrogate  
HG3 1UD

23 June 2025

## Dear Shareholder

I am writing to you with details of our Annual General Meeting ('AGM') which we are holding at Rudding House, Rudding Park, Follifoot, Harrogate HG3 1JH at 10am on 23 July 2025. The formal notice of AGM is set out on page 3 of this document. Explanatory notes on all resolutions proposed at this year's AGM appear on page 8.

**Final dividend**

Shareholders are being asked to approve a final dividend of 28.0 pence per ordinary share for the year ended 31 March 2025 making a total for the year of 39.5 pence. If approved by the shareholders the final dividend will be paid on 6 August 2025 to all ordinary shareholders who were registered members on 20 June 2025.

**Action to be taken**

Explanatory notes on eligibility to vote, the procedure for voting and other matters concerning the conduct of the AGM appear on pages 4 to 7 of this document.

You are asked to either:

1. vote electronically at [www.signalshares.com](http://www.signalshares.com) or via the VOTE+ app;
2. request a hard copy Form of Proxy directly from the Registrar (contact details are set out in the administrative note 9 in connection with the AGM on page 4) and then return it, together with the original or a copy of the original (whether certified or otherwise approved by the Directors) of any power of attorney or other authority under which it is signed, to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to arrive no later than 48 hours before the AGM (excluding weekends and bank holidays);
3. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in note 10 to the formal notice of the AGM; or
4. if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximityio](http://www.proximityio).

Completion of a hard copy Form of Proxy or appointment of a proxy online, through CREST or Proximity does not prevent you from attending and voting in person.

The results of the AGM will be announced through a Regulatory Information Service and details of the proxy votes will be made available on the Company's website ([www.vpplc.com](http://www.vpplc.com)) as soon as possible once known.

**Phil White**

After over 10 years as a Non-executive director, and as our Senior independent director, Phil White will retire from the Board on 30 June 2025. On behalf of the Board, his colleagues throughout the Group and our investors, I wish to extend a heartfelt thanks to Phil for an outstanding contribution to the management and direction of the Company over this period.

**Recommendation**

The Board believes that the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole. Accordingly the Board unanimously recommends that shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their beneficial shareholdings in the Company.

I hope that you will be able to attend the AGM and look forward to meeting you then.

I would like to thank all shareholders for their continuing support.



**Jeremy Pilkington**  
Chair

# Notice of Annual General Meeting

Notice is hereby given that the fifty-third Annual General Meeting of the Company will be held at Ridding House, Ridding Park, Follifoot, Harrogate HG3 1JH at 10am on 23 July 2025 for the following purposes:

## As ordinary business

To consider and, if thought fit, pass the following Resolutions 1 to 11 which will each be proposed as ordinary resolutions:

1. To receive and adopt the Directors' Report and Financial Statements for the year ended 31 March 2025 and the Auditor's Report contained therein.
2. To declare a final dividend of 28 pence per Ordinary Share for the year ended 31 March 2025.
3. To re-elect Jeremy Pilkington as a director.
4. To re-elect Anna Bielby as a director.
5. To re-elect Keith Winstanley as a director.
6. To re-elect Mark Bottomley as a director.
7. To re-elect Stuart Watson as a director.
8. To elect Richard Smith as a director.
9. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
10. To authorise the directors to agree the remuneration of the auditors, PricewaterhouseCoopers LLP.
11. To approve the Directors' Remuneration Report Annual Statement on pages 59 to 65 of the Annual Report and Accounts for the year ended 31 March 2025 together with the Annual Report on Remuneration on pages 66 to 73 of that document.

## As special business

To consider and, if thought fit, pass the following Resolutions 12 and 13 which will each be proposed as special resolutions:

12. That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of Ordinary Shares provided that:

- a) the maximum number of Ordinary Shares to be purchased is 4,015,425 being 10% of the issued share capital of the Company;
- b) the minimum price which may be paid for Ordinary Shares is 5 pence per Ordinary Share exclusive of expenses and stamp duty;
- c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
  - (i) 105 per cent of the average market value of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days prior to the day the purchase is made; and
  - (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
    - a. the last independent trade of; and
    - b. the highest current independent bid for;any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out;
- d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this resolution if earlier; and
- e) the Company may make a contract to purchase Ordinary Shares under the authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

13. To authorise the directors to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

By order of the Board



**SE Jones**  
Company Secretary

23 June 2025

Registered Office:  
Central House, Beckwith Knowle,  
Otley Road, Harrogate,  
North Yorkshire HG3 1UD

# Notice of Annual General Meeting

## Notes

1. Only those members entered on the register of members of the Company as at close of business on 21 July 2025 or if the AGM is adjourned, shareholders entered on the Company's register of members not later than 48 hours (excluding weekends and bank holidays) before the time fixed for the adjourned meeting shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after close of business after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
2. Resolutions 1 to 13 at the AGM will be taken on a poll vote. This will result in a more accurate reflection of the views of shareholders by ensuring every vote is recognised, including the votes of all shareholders who are unable to attend the AGM but who appoint a proxy for the AGM. On a poll, each shareholder has one vote for every share held.
3. Information regarding the AGM, including information required by Section 311A of the Companies Act 2006 (the "Act") is available from [www.vpplc.com](http://www.vpplc.com)

## Appointment of proxies

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the AGM. You can only appoint a proxy or proxies using the procedure set out in these notes and in circumstances where you have chosen to request and return a completed hard copy Form of Proxy, the notes to such hard copy Form of Proxy.
5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" on page 7.
6. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chair of the AGM or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointment being invalid. To appoint more than one proxy, you may photocopy the Form of Proxy. Please indicate in the space next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy and complete any voting instructions. Please also indicate by ticking the box provided on the Form of Proxy if the proxy instruction is one of multiple instructions being given. All such Forms of Proxy should be returned in one envelope.
8. 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, your proxy will vote or abstain from voting at his or her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

## Appointment of proxy using hard copy Form of Proxy

9. You may request a hard copy Form of Proxy directly from the Registrar, MUFG Corporate Markets, by emailing them at [shareholderenquiries@cm.mps.mufg.com](mailto:shareholderenquiries@cm.mps.mufg.com) or by calling them on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 09.00am to 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

The notes to the Form of Proxy explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using the Form of Proxy, the form must be:

- completed and signed;
- sent or delivered to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
- received by MUFG Corporate Markets no later than 48 hours before the time appointed for holding the AGM (excluding weekends and bank holidays).

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

# Notice of Annual General Meeting

## Voting online

10. You can vote online at [www.signalshares.com](http://www.signalshares.com). Alternatively, you can vote via VOTE+, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store	Google Play
	

## Appointment of proxies through CREST

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via [www.euroclear.com](http://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 (EUI) specifications and must 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 issuer's agent (whose CREST ID is RA10) no later than 48 hours before the time appointed for holding the AGM (excluding weekends and bank holidays). 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that the EUI does not make available special procedures in CREST for any particular messages. 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 CREST sponsor or voting service provider(s) takes) 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 timing.

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.

## Proxymity Voting

12. 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](http://www.proxymity.io). Your proxy must be lodged by 10am on 21 July 2025 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. 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.

## Appointment of a proxy by joint members

13. 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 appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

## Changing proxy instructions

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.



# Notice of Annual General Meeting

## Termination of proxy appointments

15. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or any attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such a power or authority) must be included with the revocation notice.

The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the time appointed for the holding of the AGM (excluding weekends and bank holidays).

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

The appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment(s) will automatically be terminated.

## Corporate representatives

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

## Issued shares and total voting rights

17. As at 19 June 2025, the Company's issued share capital comprised 40,154,253 Ordinary Shares of 5 pence each. 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 19 June 2025 is 40,154,253. The website referred to in note 2 will include information on the number of shares and voting rights.

## Questions at the Meeting

18. Under Section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the AGM unless:

- ▮ answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- ▮ the answer has already been given on a website in the form of an answer to a question; or
- ▮ it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

## Website publication of audit concerns

19. Pursuant to Chapter 5 of Part 16 of the Act (Sections 527 to 531), where requested by a member or members meeting the qualification criteria set out at note 20 (Members' qualification criteria) below, the Company must publish on its website a statement setting out any matter that such members propose to raise at the AGM 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 AGM.

Where the Company is required to publish such a statement on its website:

- ▮ it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- ▮ it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- ▮ the statement may be dealt with as part of the business of the AGM.

The request:

- ▮ may be in hard copy form or in electronic form (see note 21 below (Submission of hard copy and electronic requests and authentication requirements));
- ▮ either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- ▮ must be authenticated by the person or persons making it (see note 21 below (Submission of hard copy and electronic requests and authentication requirements)); and
- ▮ must be received by the Company at least one week before the AGM.

## Members' qualification criteria

20. In order to be able to exercise the members' right to require the Company to publish audit concerns (see note 19 - Website publication of audit concerns) the relevant request must be made by:

- ▮ a member or members having a right to vote at the AGM and holding at least 5% of total voting rights of the Company; or
- ▮ at least 100 members who have a right to vote at the AGM and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see note 17 (Issued shares and total voting rights) above and the website referred to in note 3.

# Notice of Annual General Meeting

## Submission of hard copy and electronic requests and authentication requirements

21. Where a member or members wishes to request the Company to publish audit concerns such request must be made in accordance with one of the following ways:

- ▮ a hard copy request which is signed by you, states your full name and address and is sent to the Company Secretary, Vp plc, Central House, Beckwith Knowle, Otley Road, Harrogate HG3 1UD; or
- ▮ a request which states your full name and address and is sent to [enquiries@vpplc.com](mailto:enquiries@vpplc.com). Please state AGM in the subject line of the e-mail.

## Nominated persons

22. If you are a person who has been nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person"):

- ▮ you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (a "Relevant Member") to be appointed or to have someone else appointed as a proxy for the AGM;
- ▮ if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
- ▮ your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating

to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

## Documents on display

23. The following documents will be available for inspection during normal business hours at Central House, Beckwith Knowle, Otley Road, Harrogate HG3 1UD from the date of this Notice until the time of the AGM (Saturdays, Sundays and public holidays excepted) and at the Meeting venue itself for at least 15 minutes prior to the AGM and during the AGM:

- (a) copies of the service contracts of the executive directors of the Company; and
- (b) copies of the letters of appointment of the non-executive directors of the Company.

## Communication

24. You may not use any electronic address provided either:

- ▮ in this notice of AGM; or
- ▮ any related documents (including the Chair's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

## Results

25. As soon as practicable following the AGM, the results will be announced on the Company's website and will be announced to the London Stock Exchange.

# Explanatory notes to the resolutions proposed at the Annual General Meeting

The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders.

Resolutions 1 to 11 are ordinary resolutions. These resolutions require a simple majority of votes cast (in person or by proxy) at the AGM to be passed.

Resolutions 12 and 13 are special resolutions. These resolutions require the approval of 75% of votes cast (in person or by proxy) at the AGM to be passed.

## **Resolution 1 – laying of accounts**

The directors are required by the Act to present to the shareholders of the Company at a general meeting the reports of the directors and auditor, and the audited accounts of the Company, for the year ended 31 March 2025. The reports of the directors and the audited accounts have been approved by the directors, and the report of the auditor has been approved by the auditor, and a copy of each of these documents may be found in the Annual Report and Accounts ("Annual Report").

## **Resolution 2 – declaration of final dividend**

The Board recommends a final dividend of 28.0 pence per ordinary share. Subject to approval by shareholders, the final dividend will be paid on 6 August 2025 to all ordinary shareholders on the register of members at the close of business on 20 June 2025.

## **Resolutions 3 to 8 – election and re-election of directors**

In accordance with the provisions of the Company's articles of association, the UK Corporate Governance Code and best practice, all directors will stand for re-election annually. Richard Smith (Non-executive Director) was appointed by the board on 1 February 2025. Accordingly, as his appointment took place after the company's last annual general meeting on 25 July 2024, he is standing for election at the AGM. Thereafter, he will stand for re-election annually.

The Chair is satisfied that each of the directors standing for election and re-election continues to be effective and demonstrates a commitment to the role and that each of the directors continues to be able to dedicate sufficient time to their duties.

As he exercises control over more than 30% of the voting rights of the Company, the Chair (Jeremy Pilkington) is what is termed a "Controlling Shareholder" for the purposes of the UK Listing Rules to which the Company is subject. Therefore, the election or re-election (as the case may be) of any independent director must be approved by a majority of both the shareholders of the Company and the shareholders excluding the Controlling Shareholder. When the Company announces the results of the votes on the resolutions to elect or re-elect (as the case may be) independent directors, it will disclose the votes cast on each separate resolution both by the shareholders as a whole and the shareholders excluding

the Controlling Shareholder. The re-election of each proposed independent director will be considered separately at the AGM. Accordingly, the resolutions to which this matter applies are: 6, 7 and 8.

Brief biographies of all the directors are set out on page 48 of the Annual Report.

## **Resolution 9 – auditor's appointment**

The Act requires that an auditor be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. The current auditor of the Company is PricewaterhouseCoopers LLP and this resolution seeks shareholder approval for their re-appointment.

## **Resolution 10 – auditor's remuneration**

This resolution gives the directors the authority to determine the remuneration of the auditor for the audit work to be carried out by them in the next financial year.

## **Resolution 11 – directors' remuneration report**

This resolution seeks shareholders' approval for the Directors' Remuneration Report Annual Statement set out on pages 59 to 65 of the Annual Report and the Annual Report on Remuneration on pages 66 to 73 of the Annual Report for the year ended 31 March 2025. The vote is advisory in nature and the directors' entitlement to remuneration is not conditional on the resolution being passed.

## **Resolution 12 – authority to purchase own shares**

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 4,015,425 of its ordinary shares of 5 pence, representing 10 per cent of the Company's issued ordinary share capital as at 19 June 2025.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of 15 months from the passing of the resolution and the Company's 2026 annual general meeting.

The directors do not currently have any intention of exercising the authority granted by this resolution and will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

The Company does not have any outstanding share warrants.



# Explanatory notes to the resolutions proposed at the Annual General Meeting

## **Resolution 13 – notice of General Meetings, other than annual general meetings**

The Act permits companies to use the 14 clear days' notice period for general meetings (other than Annual General Meetings) if the Company provides a facility for shareholders to vote via electronic means and a special resolution reducing the period of notice to 14 clear days has been passed at an annual general meeting.

Resolution 13 seeks such approval. The shorter notice period would not be used as a matter of routine but only where the Company considers the flexibility as merited by the business of the meeting and is thought to be in the best interests of shareholders as a whole. Should this resolution be approved it will be valid until the conclusion of the next annual general meeting. It is intended that a similar resolution will be proposed at future annual general meetings.





