

IOMART GROUP PLC

NOTICE OF 2026 ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in iomart Group plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

IMPORTANT INFORMATION:

The annual general meeting (the “AGM”) of the Company is to be held at 9.30am on 25 September 2026 at the Company’s offices at 3rd Floor, 11-21 Paul Street, London EC2A 4JU. As you will see from the formal Notice of AGM set out below, there are a number of items of business to be considered (the “Resolutions”) and the purpose of each Resolution to be proposed at the AGM is set out in the “Explanatory Notes” which follow the formal Notice.

A form of proxy for use at the AGM accompanies the Notice. The deadline for submitting proxies is by 9.30am on 23 September 2026. To be valid, the form of proxy must be completed and returned to Equiniti Group in accordance with paragraphs 1 and 2 of the Notes appended to this notice (or otherwise submitted electronically or via CREST in accordance with paragraphs 3 to 9 of the Notes).

NOTICE IS HEREBY GIVEN that the 2026 AGM of Iomart Group plc (the “Company”) will be held at 3rd Floor, 11-21 Paul Street, London EC2A 4JU on 25 September 2026 at 9.30am for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 14 (inclusive) will be proposed as special resolutions:-

- 1 To receive and adopt the financial statements of the Company and the directors' and auditors' reports thereon for the year ended 31 March 2026.
- 2 To approve the report of the board to the members on directors' remuneration for the year ended 31 March 2026.
- 3 To approve the policy on directors' remuneration for the year ended 31 March 2026.
- 4 To reappoint Richard Last as a director of the Company.
- 5 To reappoint Angus MacSween as a director of the Company.
- 6 To reappoint Kathryn Lamont as a director of the Company.
- 7 To reappoint Adrian Chamberlain as a director of the Company.
- 8 To reappoint Annette Nabavi as a director of the Company.
- 9 To reappoint Matt Waymark, whose appointment as a director is scheduled to take effect on 14 September 2026 and who will therefore have been appointed since the last annual general meeting, as a director of the Company.
- 10 To reappoint Grant Thornton UK LLP as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before shareholders and to authorise the directors to fix the auditors' remuneration.
- 11 That the directors of the Company are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £758,191.80 (including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer by way of rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
 - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

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and subject to such exclusions or other arrangements as the directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter; and

- (b) in any other case up to an aggregate nominal amount of £379,095.90 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (a) above in excess of £379,095.90),

provided that such authority, unless renewed, varied or revoked by the Company, shall expire on 25 December 2027 or, if earlier, the date of the next annual general meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company but is without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

- 12 That, if resolution 11 is passed, the board of directors of the Company be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under resolution 11(a), by way of a rights issue only) to:
 - (i) the ordinary shareholders made in proportion (as nearly as may be practicable) to their existing respective holdings; and
 - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;

- (b) to the allotment of equity securities pursuant to any authority conferred upon the directors in accordance with and pursuant to article 41 of the articles of association of the Company;
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) or paragraph (b) above) up to a total nominal amount of £113,728.77; and
- (d) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a), paragraph (b) or paragraph (c) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (c) above, such authority to be used only for the purposes of making a follow-on offer which the board of directors of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 25 December 2027) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the board of directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 13 That, if resolution 11 is passed, the board of directors of the Company be authorised, in addition to any authority granted under resolution 12, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by resolution 11 and/or to sell ordinary shares held by the Company

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as treasury shares for cash in each case as if section 561 of the Companies Act 2006 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 £113,728.77, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the board of directors of the Company determines to be either an acquisition or a specified 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
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the board of directors of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 25 December 2027) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the board of directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14 That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of 1 pence each in the Company provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 11,372,877, representing 10% of the Company's issued ordinary share capital as at the latest practicable date prior to the publication of this notice of annual general meeting);
- (b) the minimum price (exclusive of any expenses) which may be paid for each ordinary share is 1 pence;
- (c) the maximum price (exclusive of any expenses) which may be paid for each ordinary share shall be not more than 5% above the average of the middle market quotations for an ordinary share on the relevant investment exchange on which the ordinary shares are traded for the five business days immediately preceding the date on which such ordinary share is contracted to be purchased;
- (d) unless previously revoked or varied, the authority hereby conferred shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 25 December 2027); and
- (e) the Company may make a contract or contracts for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract or contracts, as if such authority had not expired.

By order of the Board



**Executive Chair
2 September 2026**

**6 Atlantic Quay,
55 Robertson Street,
Glasgow G2 8JD**

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NOTES:

Appointment of Proxy

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a meeting of the Company. You should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in the notes to the proxy form. A proxy need not be a member of the Company.
- 2 To be effective (subject to paragraphs 3 to 9 below), the proxy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the office of the Company's registrars, Equiniti, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting (i.e. by 9.30am on Wednesday 23 September 2026) and if not so deposited shall be invalid.
- 3 Alternatively, you may instead submit your proxy vote electronically. Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. To register for Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. Proxy votes should be submitted as early as possible and, in any event, not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting (i.e. by 9.30am on Wednesday 23 September 2026) and if not so submitted shall be invalid.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.
- 5 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars RA19 by the latest time(s) for receipt of proxy appointments specified in Note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 6 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com).
- 7 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 (as amended).
- 8 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 9.30am on Wednesday 23 September 2025 in order to be considered valid or, if the meeting

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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.

- 9 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 or withhold from voting.

Entitlement to attend and vote

- 10 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the Company's register of members at:

- close of business on Wednesday 23 September 2026; or
- if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting.

Documents on Display

- 11 Copies of the service contracts and letters of appointment of the directors of the Company will be available:
- for at least 15 minutes prior to the meeting; and
 - during the meeting.

Communication

- 12 Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so by post to the Company's registered office, details of which are below. No other methods of communication will be accepted.

Address: The Company Secretary
Iomart Group plc
6 Atlantic Quay
55 Robertson Street
Glasgow
G2 8JD

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EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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Ordinary Resolutions

Resolutions 1 to 11 are all to be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1 – To receive and adopt the financial statements for the year ended 31 March 2026 and the directors' and auditors' reports thereon

For each financial year the directors of the Company must present the audited financial statements, the directors' report and the auditors' report on the financial statements to the shareholders at an annual general meeting.

Resolution 2 – To approve the directors' remuneration report

Shareholders are asked to approve the directors' remuneration report which may be found in the annual report on pages 73 to 79. This resolution is an advisory one and no entitlement to remuneration is conditional on the resolution being passed.

Resolution 3 – To approve the directors' remuneration policy

Shareholders are asked to approve the directors' remuneration policy which may be found in the annual report on pages 74 to 76. The most recent version of the Quoted Companies Alliance Corporate Governance Code recommends that companies may wish to put their remuneration policy to a shareholder vote. Accordingly, the Company seeks to follow best practice and is putting this policy forward for approval.

Resolutions 4-8 (inclusive) – Re-appointment of directors

Each of the Directors voluntarily offer themselves for re-appointment as a director of the Company.

The Board of Directors is satisfied that the performance of each of Richard Last, Scott Cunningham, Angus MacSween, Kathryn Lamont, Adrian Chamberlain and Annette Nabavi continues to be effective and demonstrates commitment to their roles with the Company including commitment of time for board meetings and other duties required of them. Accordingly, resolutions 4 – 8 (inclusive) propose the reappointment of each of Richard Last, Angus MacSween, Kathryn Lamont, Adrian Chamberlain and Annette Nabavi respectively.

Brief biographical details of each of Richard Last, Angus MacSween, Kathryn Lamont, Adrian Chamberlain and Annette Nabavi are given below.

Richard Last, appointed 2024: Richard is a fellow of the Institute of Chartered Accountants in England Wales with extensive experience across quoted and private companies in the technology services sector. Over the past six years, Richard has held Chair positions at Hyve Group Plc, Gamma Communications Plc, Arcontech Group Plc, Servelec Group Plc and Gresham Technologies. In addition to various private company board roles, Richard is currently Chair of Tribal Group Plc, as well as a non-executive director of Corero Network Security Plc. Richard was appointed Non-Executive Chair in 2024 and is currently Executive Chair (appointed on 30 May 2025).

Angus MacSween, appointed 2000: Angus founded Iomart in December 1998 following 15 years spent creating and selling businesses in the telephony and internet sector. In 1984, after a short service commission in the Royal Navy, Angus started his first business selling telephone systems. He then grew and sold five profitable businesses – including Prestel, an online information division of BT, which he turned into one of the UK's first internet service providers. Following the sale of Teledata Limited, the UK's leading telephone information services company, to Scottish Telecom plc, Angus then spent two years on the executive of Scottish Telecom plc where he was responsible for the development of the company's internet division. Angus was Chief Executive Officer of Iomart until he retired on 1 October 2020 and was appointed as a Non-Executive Director on the same day.

Kathryn Lamont, appointed 2019: Kathryn is a chartered accountant and former audit partner at PricewaterhouseCoopers LLP. She has over 25 years of experience, 13 years as an audit partner, and provided audit and other services to a range of clients across the UK's financial services sector, including outsourcing providers. Her specialist knowledge includes financial reporting, audit and controls, risk management, regulatory compliance and governance. Kathryn left PricewaterhouseCoopers LLP in 2016. Kathryn is a Non-Executive Director, and Audit Committee Chair, for Scottish Building Society, North American Income Trust plc and Scottish American Investment Trust plc.

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Adrian Chamberlain, appointed 2023: Adrian has considerable experience across the technology and telecoms sector, having spent a significant period of his executive career with Cable & Wireless plc before becoming CEO of Message Labs and then Achilles, both cloud-based SaaS businesses. He has substantial experience in strategy formulation, growing turnover and establishing presence in new markets. Until recently, Adrian was the Chair of the Board of eConsult Health Ltd, a cloud-based SaaS business in the healthcare sector. Adrian is a Non-Executive Director at Alfa Financial Software Holdings plc, a listed global software provider.

Annette Nabavi, appointed 2023: Annette brings over 30 years of experience in operational and advisory roles in the technology sector including significant expertise in driving growth through acquisition and partnerships. Annette currently sits as a non-executive director on the board of Eleco plc, an AIM listed software company, and serves as the Chair of its Remuneration Committee. She has held several Non-Executive Director roles, including a seven-year tenure at AIM listed Maintel Holdings Plc, a cloud and managed services company, where she also chaired the Remuneration Committee. She has substantial experience in the area of remuneration through her involvement with the Quoted Companies Alliance (QCA), where she supported the update to the Remuneration Committee Guide. Annette is Finance Director for Women in Telecoms and Technology, a Not-for-Profit organisation.

Resolution 9 –Re-appointment of Matt Waymark as a director

The Company announced on 14 August 2026 the appointment of Matthew (Matt) Waymark as the Company's Chief Financial Officer and as a director, effective 14 September 2026. The Notice of the AGM pre-dates the 14 September 2026 date upon which Matt will become a director of the Company. However, in anticipation of Matt becoming a director on 14 September 2026, and on the basis that he will have been appointed since the date of the Company's annual general meeting held in 2025, a resolution is being proposed for the re-appointment of Matt Waymark at the 2026 AGM.

Brief biographical details of Matt Waymark are given below.

Matt Waymark, appointed August 2026: Matt is a Chartered Accountant, having trained at Deloitte, and is an accomplished senior finance executive with 25 years' experience across listed, regulated and growth-stage businesses. He brings significant expertise in financial leadership, strategic planning, business transformation and investor engagement. During his 23-year career with NatWest Group plc, Matt held a number of senior finance roles, including Finance Director of the Commercial & Institutional Division. Since 2024, he has also served as a Non-Executive Director of NatWest Pension Trustee Limited, where he remains a member of the board. Prior to joining omart, Matt was Chief Financial Officer of Alba Bank.

Resolution 10 –Re-appointment and remuneration of auditors

The Company is required at each general meeting at which financial statements are presented to shareholders to appoint auditors who will remain in office until the next such meeting. Grant Thornton UK LLP have expressed their willingness to continue in office for a further year. In accordance with company law and corporate governance best practice, shareholders are also asked to authorise the directors to determine the auditors' remuneration.

Resolution 11 – Authority to allot shares

Under section 551 of the Companies Act 2006, the directors of a company may only allot shares or grant rights to subscribe for, or to convert any security into, shares in the company if authorised to do so.

In line with guidance issued by the Investment Association, the authority contained in paragraph (a) of this resolution will (if passed) give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £758,191.80 (representing 75,819,180 ordinary shares of 1p each) including within such limit the nominal amount of any shares issued under paragraph (b) of this resolution. This amount represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of the notice of the meeting.

The authority contained in paragraph (b) of this resolution will (if passed) give the directors the authority to allot ordinary shares up to an aggregate nominal value of £379,095.90 (representing 37,909,590 ordinary shares of 1p each), such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (a) of this resolution in excess of £379,095.90. This amount represents approximately one-third of

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the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of the notice of the meeting.

This authority will expire on 25 December 2027 or, if earlier, at the conclusion of the next annual general meeting.

Special Resolutions

Resolutions 12, 13 and 14 will be proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 12 and 13 - Disapplication of statutory pre-emption rights

The Companies Act 2006 gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new ordinary shares or on the sale of any shares which the Company may hold in treasury following a purchase of its own shares. Your Board of Directors believes that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash or sell treasury shares without first having to offer such shares to existing shareholders. The directors' current authority expires at the close of the forthcoming annual general meeting. The authority sought by way of resolution 12 would expire at the earlier of the close of the next annual general meeting or on 25 December 2027. The authority, if granted, will relate to the allotment of new ordinary shares or the sale of treasury shares in respect of (a) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas shareholders, and in relation to fractional entitlements and certain other technical matters, (b) the right to receive shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the board of directors) of such cash dividend or dividends (if the Company offers shareholders the option of making an election of that nature and if relevant shareholders make such an election), (c) generally to allotments (other than in respect of pre-emptive offerings) of ordinary shares or the sale of treasury shares having an aggregate nominal value not exceeding £113,728.77 (being equal to 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of the notice of the meeting) and (d) to a follow-on offer which the Board of Directors of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Resolution 13, if approved, would give your Board of Directors an additional authority to issue ordinary shares, or sell treasury shares, for cash in connection with an acquisition or capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles (a) up to an additional aggregate nominal amount of £113,728.77 (being equal to 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of the notice of the meeting) and (b) in respect of a follow-on offer which the Board of Directors determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice. Your Board of Directors confirms that it will only allot shares pursuant to this authority where the allotment is in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified 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 the notice of AGM.

The powers given by resolutions 12 and 13 will, unless sooner revoked or renewed by the Company in a general meeting, last until the earlier of the close of the next annual general meeting or 25 December 2027.

Resolution 14– Authority to purchase the Company's own shares

This resolution grants authority to the Company to make purchases of up to a maximum of 10% of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of this meeting.

In certain circumstances it may be advantageous for the Company to purchase its ordinary shares. The Directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in light of market conditions prevailing at the time. In reaching a decision to purchase ordinary shares, your Directors would take account of the Company's cash resources and capital, the effect of such purchases on the Company's business and on earnings per ordinary share.

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The Directors have no present intention of using the authority. However, the Directors consider that it is in the best interests of the Company and its shareholders as a whole that the Company should have flexibility to buy back its own shares should the directors in the future consider that it is appropriate to do so.

In relation to any buy back, the maximum price per ordinary share at which the Company is authorised in terms of resolution 14 to effect that buy back is 5% above the average middle market price of an ordinary share for the five business days immediately preceding the date on which the buy back is effected.

The powers given by resolution 14 will, unless sooner revoked or renewed by the Company in a general meeting, last until the earlier of the close of the next annual general meeting or 25 December 2027.

The statutory provisions governing buy backs of own shares are currently contained in, inter alios, sections 693 and 701 of the Companies Act 2006.