

NOTICE OF GENERAL MEETING

Tialis Essential IT plc **("Tialis", the "Company" or the "Group")**

(Incorporated in Scotland with registered number SC368538)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document, or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your Ordinary Shares in the Company, please forward this document and the form of proxy for use in relation to the General Meeting of the Company ("GM"), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your ordinary shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

A notice containing the resolutions to be voted on at the GM to be held at the offices of Cavendish Capital Markets Limited, 1 Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on 3 October 2025 is set out on page 8 of this document.

You should read the whole of this document. Your attention is drawn to the letter from the Executive Director of the Company which is set out on pages 3 to 7 (inclusive) of this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting referred to in this document. Whether or not you intend to attend the GM, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed on the form and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and to be valid must arrive not less than 48 hours (excluding any day or part of a day that is not a working day) before the time fixed for the GM. The completion and return of the form of proxy will not preclude shareholders from attending the GM and voting in person should they subsequently wish to do so.

Cavendish Capital Markets Limited ("**Cavendish**") are authorised and regulated by the Financial Conduct Authority. Cavendish is acting as nominated adviser to the Company in connection with the matters described in this document. Persons receiving this document should note that Cavendish will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cavendish or for advising any other person on the arrangements described in this document. Cavendish has not authorised the contents of, or any part of this document and no liability whatsoever is accepted by Cavendish for the accuracy of any information or opinions contained in this document or for the admission of any information. No representation or warranty, express or implied, is made by Cavendish as to, and no liability whatsoever is accepted by Cavendish in respect of any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

Any failure to comply with these restrictions may constitute a violation of relevant securities laws or regulations of the jurisdictions concerned.

It is the responsibility of any person receiving a copy of this document outside the United Kingdom, to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving this document should not distribute or send this document into any jurisdiction when to do so would, or might contravene local securities laws or regulations.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

All statements other than statements of historical facts included in this document, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations or statements relating to expectations in relation to dividends or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "plans", "will", "may", "anticipates", "would", "could" or similar expressions or the negative thereof, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance, achievements of or dividends paid by, the Company to be materially different from future results, performance or achievements, or dividend payments expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. For the purposes of this paragraph 'the Company' refers to the Company and its subsidiaries as enlarged by the investment stake it is taking in MXLG Acquisitions Limited. These forward-looking statements speak only as of the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules for Companies.

LETTER FROM THE EXECUTIVE DIRECTOR
TIALIS ESSENTIAL IT PLC
(incorporated and registered in Scotland with number SC368538)

Directors: Ian Smith, Executive Director Nicola Chown, Chief Financial Officer Matthew Riley, Non-Executive Director Rachel Horsefield, Non-Executive Director Peter Hallett, Non-Executive Director	Registered Office: 24 Dublin Street Edinburgh EH1 3PP
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15 September 2025

To: Holders of ordinary shares in Tialis Essential IT plc

Dear Shareholder,

Proposed issue of new ordinary shares of £0.01 each
and
Notice of General Meeting

Introduction and summary

Tialis Essential IT plc (the "**Company**", the "**Group**", or "**Tialis**") today announced that it had signed a conditional share and purchase agreement with MXC JV Limited ("**MXC JV**") for the acquisition of a 50 per cent. investment stake in MXLG Acquisitions Limited ("**MXLG**"), a joint venture between MXC JV and Liberty Global Europe 2 Limited (the "**Acquisition**").

MXC JV is jointly owned in equal proportions by MXC Guernsey Limited ("**MXC Guernsey**") and Guernsey Investment Fund PCC Limited – GIF Technology and Innovation Cell.

Liberty Global Europe 2 Limited is a wholly owned subsidiary of Liberty Global Plc the world's largest international TV and broadband company.

The Company also announced (i) the proposed conversion of the unsecured convertible loan notes issued to MXC Guernsey in 2024 (the "**Conversion**") and (ii) the settlement of the deferred consideration payable in respect of the Allvotec acquisition in 2023 to Daisy Intermediate Holdings Limited.

The directors of the Company (the "**Board**") require the shareholders to provide them with authority to allot ordinary shares of £0.01 each ("**Ordinary Shares**") and to dis-apply statutory pre-emption rights which would otherwise apply to the allotment and issue of new Ordinary Shares in connection with the Acquisition, the Conversion and the settlement of the deferred consideration in respect of the Allvotec acquisition.

I am therefore writing to you with details of the General Meeting (the "**GM**") of the Company which we are holding at the offices of Cavendish Capital Markets Limited, 1 Bartholomew Close, London, EC1A 7BL on 3 October 2025 at 10.00 a.m. The formal Notice of GM (the "**Notice**") is set out from page number 8 onwards of this document.

The purpose of this document is to: (i) provide you with information about the background to and the reasons for the Acquisition and to explain why the Board considers the Acquisition to be in the best interests of the Company and its shareholders as a whole; (ii) provide you with information on the Conversion and the deferred consideration payable in respect of the Allvotec acquisition; and (iii) explain why the directors of the Company (the "Directors") recommend that you vote in favour of the Resolutions (as defined below) to be proposed at the GM.

The Acquisition

Following on from the announcement made on 1 July 2025, and in line with its stated strategy of delivering growth through acquisitions of targets it considers synergistic, to deepen its service offerings, Tialis is pleased to announce that it has signed a conditional sale and purchase agreement with MXC JV and Tialis Essential IT Investments Limited in relation to the proposed acquisition of a 50 per cent. investment stake in MXLG. The Acquisition is conditional upon receipt from Santander UK plc ("**Santander**") of its consent to the Acquisition, as required pursuant to the terms of the Company's debt arrangements with Santander.

The consideration payable in respect of the proposed acquisition is £7.15m which will be settled by the allotment and issue to MXC JV of 9,533,333 new Ordinary Shares in the capital of Tialis (the "**Consideration Shares**"). The Consideration Shares were calculated using 75p per new Ordinary Share, being the mid-market closing price of Tialis on 10 September 2025.

MXLG is a joint venture between MXC JV and Liberty Global Europe 2 Limited, established to create a leading IT services provider focused on the UK SME sector through a programme of targeted, strategic acquisitions. To date, MXLG has acquired Koris Communications Group Limited (now trading as Koris365), 365 ITMS Limited, and Converged IT Limited, with each business adding distinct expertise and service depth to the group's offering. These acquisitions have been financed through a combination of shareholder equity and a senior debt facility with the Royal Bank of Scotland, ensuring a robust and flexible capital structure.

Koris365 is the central pillar of the MXLG group, delivering managed communication solutions across on-premise, hybrid, private cloud, and cloud platforms, and holding specialist knowledge in Mitel telephony and Microsoft Skype for Business technologies. This breadth enables Koris365 to fulfil a wide range of unified communications and collaboration requirements for its customers.

In April 2025, Koris365 entered a restructuring phase, resulting in improved trading performance. Tialis notes that integrating Koris365's operations into the established Tialis systems and processes presents further opportunities for synergy and efficiency across the enlarged Group.

The acquisition of a 50 per cent. investment stake in MXLG represents a strategic opportunity for Tialis and its shareholders. Through this transaction, Tialis will benefit from operational synergies and enhanced cross-selling potential, delivering greater efficiency, broader capability, and improved profitability for the Group as a whole. Partnering with established market participants also enables Tialis to effectively manage expansion risk and position itself to meet the evolving needs of the UK SME IT services market.

For the year ended 31 December 2024, MXLG reported revenue of £28.2m, gross profit of £10.1m, adjusted EBITDA of £1.9m and a loss before tax (pre-extraordinary items) of £0.5m. Following a recent restructuring and cost optimisation at MXLG, the trading EBITDA run rate in December 2025 is expected to be approximately £2.7m. Due to being structured as a joint venture, Tialis's proposed holding of 50 per cent. of MXLG will not be consolidated within Tialis's accounts but will be treated as a joint venture under the appropriate accounting treatment.

The MXC Guernsey Unsecured Convertible Loan Notes

The Company announced on 10 September 2024, that it had granted to MXC Capital (via its subsidiary, MXC Guernsey) £300,000 of unsecured convertible loan notes with an annual compounded interest rate of 15 per cent. and a fixed conversion price of 40 pence. The Company understands that MXC Guernsey intends to convert the £300,000 drawn down under the loan notes together with all accrued but unpaid interest totalling, in aggregate, £348,162 into new Ordinary Shares in the Company. This will result in the allotment and issue of 870,405 new Ordinary Shares (the "**Loan Note Shares**") to MXC Guernsey.

The Allvotec Acquisition – Deferred Consideration

Leveraging on the continued success of the Allvotec acquisition in 2023, Tialis was able to agree renewals and extensions of existing contracts. As a result, the deferred consideration payable in connection with the Allvotec acquisition has increased to an amount of £1,637,918, which shall be settled pursuant to the agreement entered into for the purchase of the profitable partner contracts as agreed by the allotment and issue to Daisy Intermediate Holdings Limited of 2,339,883 new Ordinary Shares in the capital of Tialis at 70 pence per Ordinary Share (the "**Deferred Shares**").

The Deferred Shares together with the Consideration Shares and the Loan Notes Shares comprise the total number of new Ordinary Shares to be issued by Tialis (the "**New Ordinary Shares**"), being 12,743,621 Ordinary Shares.

Resultant Holdings and Total Voting Rights

Application will be made to the London Stock Exchange for the admission of the New Ordinary Shares to trading on AIM ("**Admission**"). It is expected that Admission will become effective and dealings in the new Ordinary Shares will commence on or around 6 October 2025.

The new Ordinary Shares will be issued fully paid and will rank pari passu in all respects with the Company's existing Ordinary Shares.

Following Admission, the total number of Ordinary Shares in the capital of the Company in issue will be 39,909,832 (the "**Enlarged Issued Share Capital**"). As the Company does not currently hold any Ordinary Shares in treasury, the total number of voting rights in the Company following Admission will be 39,909,832. This figure may be used by Shareholders, from Admission, as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change in their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

Ian Smith is also the Chief Executive Officer and major shareholder of MXC. MXC Guernsey is a wholly-owned subsidiary of MXC Capital. The indirect interest of MXC Capital in Tialis following the allotment and issue of the Loan Notes Shares to MXC Guernsey and half the Consideration Shares to MXC JV (the other half of the Consideration Shares will be issued to the Guernsey Investment Fund PCC Limited) will be 26,722,891 Ordinary Shares, representing 67.0 per cent. of the Enlarged Issued Share Capital. Mr Smith's direct beneficial interest in the Company is 647,166 Ordinary Shares, which represents 1.6 per cent. of the Enlarged Issued Share Capital. Ian and MXC hold in aggregate 27,370,057 Ordinary Shares, representing 68.6 per cent. of the Company's Enlarged Issued Share Capital.

Related Party Transaction

MXC Guernsey and MXC JV are deemed to be related parties of the Company pursuant to the AIM Rules for Companies because MXC Guernsey is a substantial shareholder in Tialis and because Ian Smith, is a director of MXC Guernsey, Tialis and MXC Capital as well as substantial shareholder of MXC Capital. As such, the acquisition by Tialis of shares in MXLG from MXC JV constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules for Companies. The Directors of the Company (other than Ian Smith) consider, having consulted with Cavendish Capital Markets Limited, the Company's Nominated Adviser, that the terms of the proposed acquisition are fair and reasonable insofar as the Company's shareholders are concerned.

Settlement and dealings

Application will be made to the London Stock Exchange plc for the New Ordinary Shares to be admitted to trading on AIM ("**Admission**"). It is expected that Admission will occur at 8.00 a.m. on 6 October 2025.

The New Ordinary Shares will rank pari passu in all respects with the existing Ordinary Shares in the Company, including the right to receive all dividends and other distributions declared, made or paid on the existing Ordinary Shares on or after Admission. The total number of issued Ordinary Shares in the Company on Admission will be confirmed by the Company via an announcement once the exact number of Consideration Shares to be allotted has been determined.

The New Ordinary Shares will represent approximately 31.9 per cent. of the Enlarged Issued Share Capital.

Resolutions

The Directors do not currently have sufficient authority to allot the New Ordinary Shares. Accordingly, the Directors are seeking the approval of shareholders at the GM to allot the New Ordinary Shares. You will find set out at the end of this document a Notice of General Meeting of the Company to be held at the offices of Cavendish Capital Markets Limited, 1 Bartholomew Close, London, EC1A 7BL on 3 October 2025 at 10.00 a.m. at which the following resolutions (the "**Resolutions**") will be proposed:

Resolution 1

Resolution 1 will be proposed as an ordinary resolution. This means that for this resolution to be passed, at least fifty per cent. of the votes cast must be in favour of the resolution.

Resolution 1 relates to the authorisation for the directors to allot New Ordinary Shares in connection with the Acquisition, the Conversion and the settlement of the deferred consideration in respect of the Allvotec acquisition with a maximum nominal value of £127,437, this being an amount equal to approximately 31.9 per cent. of the Enlarged Issued Share Capital, being the latest practicable date prior to the publication of the Notice. This authority will expire on the earlier of 15 months after the passing of the resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2026.

Resolution 2

Resolution 2 is proposed as a special resolution. This means that for this resolution to be passed, seventy five per cent. or more of the votes cast must be in favour of the resolution.

Resolution 2, which is conditional upon the passing of resolution 1, deals with the disapplication of shareholder statutory pre-emption rights (which require a company to offer new shares for cash first to existing shareholders in proportion to their holdings) in order to permit the directors to allot the 12,743,621 New Ordinary Shares in connection with the Acquisition, the Conversion and the settlement of the deferred consideration in respect of the Allvotec acquisition (such New Ordinary Shares representing up to approximately 31.9 per cent. of the Enlarged Issued Share Capital). This authority will expire on the earlier of 15 months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2026.

Shareholders should read the Notice at the end of this document for the full text of the Resolutions and for further details about the GM.

Action to be taken

Set out at the end of this document you will find a notice convening the GM to be held at the offices of Cavendish Capital Markets Limited, 1 Bartholomew Close, London, EC1A 7BL on 3 October 2025 at 10.00 a.m. to consider and, if thought fit, approve the Resolutions.

Shareholders will find enclosed with this document a form of proxy for use in connection with the GM. Whether or not Shareholders intend to be present at the GM, they are strongly encouraged to submit their votes by proxy in advance of the GM in accordance with the instructions set out in the Notice and to appoint the Chair of the meeting as their proxy to vote on their behalf. The completion and return of a form of proxy will not prevent you from attending the GM and voting in person should you wish to do so.

All valid proxy votes will be included in the poll to be taken on each resolution at the meeting, the results of which will be announced as soon as practicable after the conclusion of the GM.

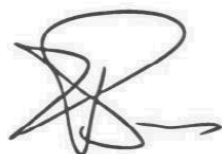
If you would like to vote on the proposed Resolutions, you may appoint a proxy in one of the following ways:

- Via the CREST electronic proxy appointment service (for CREST members); or
- By completing the enclosed form of proxy and returning it to our registrars Computershare Investor Services PLC, as soon as possible. The form of Proxy must be received by 11.00 a.m. on 1 October 2025, being 48 hours before the GM (excluding any day or part of a day that is not a working day).

Recommendation

The Directors consider that the Resolutions are in the best interests of the Company and would promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

Yours faithfully,

A handwritten signature in dark ink, appearing to be 'Ian Smith', with a stylized, cursive script.

Ian Smith
Executive Director

NOTICE OF GENERAL MEETING

of

Tialis Essential IT plc (the "Company")
(Registered in Scotland under company number SC368538)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 10.00 a.m. on 3 October 2025 at the offices of Cavendish Capital Markets Limited, 1 Bartholomew Close, London, EC1A 7BL, for the purpose of considering and, if thought fit, passing the following resolutions as, respectively, an ordinary resolution and a special resolution.

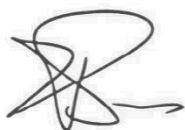
Ordinary Resolution

1. THAT the directors of the Company be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot equity securities (as defined in section 560(1) of the Act) in the Company and/or to grant rights to subscribe for or to convert any security into such shares ("**Allotment Rights**"), but so that the maximum amount of equity securities that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £127,437 representing approximately 39.1 per cent. of the Enlarged Issued Share Capital (as defined in the circular dated 10 September 2025 which accompanied the notice of general meeting (the "**Circular**"), provided that this authority, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and, the directors may allot shares and grant Allotment Rights in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

2. THAT, conditional on the passing of Resolution 1, the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £127,437 representing approximately 39.1 per cent. of the Enlarged Issued Share Capital, provided that the power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and, the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

By order of the Board



Ian Smith
Executive Director

Registered Office: 24 Dublin Street, Edinburgh EH1 3PP
15 September 2025

Explanatory Notes:

1. Entitlement to attend and vote

The Company specifies that only those members registered on the Company's register of members at the close of business on 1 October 2025; or, if the General Meeting is adjourned, at the close of business on the day two days prior to the adjourned meeting, shall be entitled to vote at the General Meeting.

2. Appointment of proxies

If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this notice of meeting.

You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chair of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.

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 more than one share. To appoint more than one proxy please refer to the notes on the form of proxy.

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, 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 General Meeting.

3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
- received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 10.00 a.m. on 1 October 2025.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

4. Appointment of proxy by joint members

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).

5. Changing proxy instructions

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 note 3 above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 10.00 a.m. on 1 October 2025.

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.

6. Termination of proxy appointments

In order to revoke a proxy instruction, you will need to inform the Company using the following method:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. 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 an 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 power or authority) must be included with the revocation notice.
- The revocation notice must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 10.00 a.m. on 1 October 2025.

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.

Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

7. Submission of proxy electronically

CREST members who wish to appoint a proxy or proxies through the CREST proxy appointment service may do so for the General Meeting (and any adjournment thereof) by following 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) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction 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 & Ireland Limited's ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to 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 Issuers Agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in note 3 above. 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 Issuers 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.

CREST members (and, where applicable, the CREST sponsors or voting service providers) should note that Euroclear 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, to procure that his or her CREST sponsor or voting service provider 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 (available at www.euroclear.com/CREST) concerning practical limitation of the CREST system and timings.

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. Proximity

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 Company's registrar, Computershare Investor Services PLC. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00 am on 1 October 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

9. Corporate representative

A corporation which is a shareholder 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.

