

# **Amcomri Group plc**

## **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given that the AGM of Amcomri Group plc will be held at the offices of Cavendish Capital Markets Limited, One Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on 23 June 2025 to transact the following business:**

To consider and, if thought fit, to pass the following resolutions, of which resolutions 1-11 (inclusive) are ordinary resolutions and require a simple majority of the votes cast to be in favour in order to be passed. Resolutions 12 and 13 are special resolutions and therefore require at least 75% of the votes cast to be in favour in order to be passed. A poll will be called on each of the resolutions. Further details are set out in the explanatory notes.

### **Ordinary Resolutions**

#### **Resolution 1**

To receive and accept the accounts of the Company for the financial year ended 31 December 2024, together with the reports of the Directors and Auditors thereon.

#### **Resolution 2**

To re-appoint Grant Thornton LLP as Auditor of the Company to hold office from the conclusion of the 2025 AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

#### **Resolution 3**

To authorise the Audit Committee to determine the remuneration of the Auditor.

#### **Resolution 4**

To re-elect Tanya Raynes as a Director of the Company.

#### **Resolution 5**

To re-elect Paul Patrick Mc Gowan as a Director of the Company.

#### **Resolution 6**

To re-elect Siobhán Tyrrell as a Director of the Company.

#### **Resolution 7**

To re-elect Mark Patrick O'Neill as a Director of the Company.

#### **Resolution 8**

To re-elect Fraser James Gray as a Director of the Company.

#### **Resolution 9**

To re-elect Peter Tierney as a Director of the Company.

#### **Resolution 10**

To receive and approve the annual report on remuneration (which includes a summary of remuneration policies) as set out in the 2024 Annual Report.

#### **Resolution 11**

The Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006, in substitution for all subsisting authorities to the extent unused and without prejudice to any allotments of shares already made or offered or agreed to be made pursuant to the terms of any prior authorities conferred on them, to exercise all of the powers of the Company to allot shares in the Company, or grant rights to subscribe for or to convert any security into shares in the Company (such

shares and rights to subscribe for or to convert any security into shares of the Company being “Relevant Securities”) as follows:

- (a) up to an aggregate nominal amount of £239,461.83 (being equal to the nominal value of approximately one third of the number of Ordinary Shares in issue (excluding treasury shares)) (such amount to be reduced by the nominal value of any allotments or grants made under paragraph (b) below in excess of such amount); and
- (b) comprising Relevant Securities up to an aggregate nominal amount of £478,923.66 (being equal to approximately the nominal value of two-thirds of the number of Ordinary Shares in issue (excluding treasury shares)) (such amount to be reduced by the nominal value of any allotments made under (a) above) in connection with an offer by way of a rights issue:
  - (i) to Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other Relevant Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

provided always that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter, such authority to expire at the earlier of the date which is 15 months from the date of the passing of the resolution and the conclusion of the next annual general meeting of the Company, except that the Company may at any time before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted or granted after such expiry and the Directors may allot or grant relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

## **Special Resolutions**

### **Resolution 12**

Subject to the passing of the resolution 11 above, in substitution for all subsisting authorities to the extent unused, the Directors be generally empowered pursuant to section 570 of the Companies Act to allot or grant Relevant Securities for cash, as if section 561 of the Act did not apply to such allotment, such authority to be limited to:

- (a) the allotment or grant of Relevant Securities and sale of treasury shares in connection with rights issues, open offers and any other pre-emptive issues, but taking account of exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter;
- (b) the allotment or grant of Relevant Securities and sale of treasury shares up to a nominal amount of £71,838.55 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares);
- (c) the allotment or grant of Relevant Securities and sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount of £71,838.55 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares), such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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 on which the resolution was passed; and

- (d) the allotment of Relevant Securities or sale of treasury shares up to a nominal amount equal to 20 per cent. of any allotment or grant of Relevant Securities or sale of treasury shares from time to time under paragraphs (b) or (c) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine 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 upon the earlier of the conclusion of the next annual general meeting of the Company and the date which is 15 months from the date of passing of the resolution, except that the Directors can during such period make offers or arrangements which could or might require the allotment or grant of Relevant Securities after the expiry of such period.

### **Resolution 13**

That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of its Ordinary Shares on such terms and in such manner as the Board may from time to time determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 7,183,855;
- (b) the minimum price which may be paid for each Ordinary Share is 1 pence which amount shall be exclusive of expenses, if any;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the highest of:
  - (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
  - (ii) the higher of the price of the last independent trade and the highest current independent purchase bid for an Ordinary Share on the trading venue where the purchase is carried out, including when the shares are traded on different trading venues;
- (d) unless previously renewed, revoked or varied, this authority shall expire at the earlier of the conclusion of the AGM to be held in 2026 and the date which is 15 months from the date of passing of the resolution; and
- (e) under this authority the Company may enter into a contract to purchase Ordinary Shares which would or might be executed wholly or partly after the expiry of this authority, and the Company may make purchases of Ordinary Shares pursuant to any such contract as if this authority had not expired.

By order of the Board

**Inca Lockhart-Ross**  
Company Secretary

27 May 2025

Registered Office: 46-48 Beak Street, London W1F 9RJ  
Registered in England and Wales No. 14390325

## EXPLANATORY NOTES

Resolutions 1 to 11 (inclusive) will 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 relevant resolution.

Resolutions 12 and 13 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 relevant resolution.

### **Resolution 1: Reports and accounts**

This resolution is to receive and accept the Company's accounts and the reports of the Directors and auditors for the financial year ended 31 December 2024.

### **Resolutions 2 and 3: Re-appointment and remuneration of auditor**

Resolution 2 is to re-appoint Grant Thornton as auditor of the Company, to hold office from the end of this AGM to the end of the next general meeting at which accounts are laid before the Shareholders. Further detail on the Audit Committee's recommendation to re-appoint Grant Thornton is set out in the Audit Committee Report on page 38 of the 2024 Annual Report.

Resolution 3 is to authorise the fixing of the remuneration of the auditor. The Audit Committee will consider and approve the audit fees on behalf of the Board.

### **Resolutions 4 to 9: Re-election of Directors**

The Directors included in these resolutions are standing for re-election in accordance with the Company's Articles of Association which require all directors appointed by the Board and not subsequently reappointed by shareholders in general meeting and one third of the other directors to be re-elected by rotation (if willing to seek reappointment). All the directors other than Paul Mc Gowan and Hugh Whitcomb were appointed by the board and have consented to be proposed for re-election. Paul Mc Gowan is retiring by rotation and has also agreed to seek reappointment.

A summary of the experiences and expertise of the Directors who are seeking re-election is available on the Company's website, <https://amcomrigroup.com/investor-relations/directors-and-management-team>.

In reviewing the independence of each Non-Executive Director, the Board has concluded that the majority of Non-Executive Directors are independent with the exception being the Deputy Chair, Paul Mc Gowan who co-founded the Amcomri Group and is a former executive director. In addition, the Chair confirms that the Board has recently appraised the performance of each of the Directors and considered the balance of skills and experience required. The Board has determined that they each continue to make an effective and valuable contribution to the Board and fully support each re-election.

### **Resolution 10: Annual report on remuneration**

Shareholders will have the opportunity to cast an advisory vote on the annual report on remuneration (which includes a summary of the Remuneration Policy), as set out on pages 39 to 44 (inclusive) of the 2024 Annual Report.

### **Resolution 11: Authority to allot Ordinary Shares**

The Board may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by Shareholders. The existing authority is due to expire at the conclusion of this year's AGM. Paragraph (a) of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £239,461.83 (representing 23,946,183 Ordinary Shares). This amount represents approximately one-third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at the latest practicable date prior to the publication of this document ("Latest Practicable Date"). In line with the guidance issued by the Investment Association ("IA"), paragraph b. of this resolution would give the Board

authority to allot equity securities (as defined in the Act and which includes Ordinary Shares) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer) in favour of Shareholders up to an aggregate nominal amount equal to £478,923.66 (representing 47,892,366 Ordinary Shares), as reduced by the nominal amount of any Ordinary Shares previously issued under paragraph a. of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued Ordinary Share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of the conclusion of the AGM to be held in 2026 or the date which is 15 months from the date of passing of resolution 11. In the year ahead, other than in respect of the Company's obligations to satisfy rights granted to employees under its share-based incentive arrangements, the Directors have no present intention of exercising this authority. As at the Latest Practicable Date, the Company held no treasury shares.

**Resolution 12: Authorities to disapply pre-emption rights (General and acquisition or capital investment)**

Resolution 12 would give the Directors the power to allot equity securities (and/or sell any Ordinary Shares which the Company holds in treasury) for cash without first offering them to existing Shareholders in proportion to their existing shareholdings. The power set out in Resolution 12 would be limited to:

- (a) pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary;
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £71,838.55 (representing 7,183,815 Ordinary Shares and approximately 10% of the total issued Ordinary Share capital of the Company (excluding treasury shares) as at the Latest Practicable Date);
- (c) allotments or sales up to an aggregate nominal amount of £71,838.55 only for the purpose of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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 on which the resolution was passed; and
- (d) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under paragraph b. or paragraph c. above (so a maximum of 20% of the total issued Ordinary Share capital of the Company (excluding treasury shares)), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Revised Statement of Principles.

As at the Latest Practicable Date, the total number of warrants, options and awards outstanding over Ordinary Shares was 1,070,001 which, if exercised, would represent 1.47% of the Company's issued Ordinary Share capital. The Directors have no present intention to exercise the powers sought by Resolution 12. If the powers sought by Resolution 12 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Revised Statement of Principles published by the Pre-emption Group and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Revised Statement of Principles.

The powers under Resolution 12 will expire at the earlier of the conclusion of the AGM to be held in 2026 and the date which is 15 months from the date of passing of the resolution.

**Resolution 13: Buyback Authority**

This resolution will give the Company authority to purchase its own Ordinary Shares in the market up to a limit of 7,183,854 Ordinary Shares, being 10% of the Company's issued Ordinary Share capital as at the Latest Practicable Date. This market-standard authority is expected to be routinely sought by the Company on an annual basis, in keeping with the Company's peers and the limits set by applicable institutional investor guidance. The Board has no present intention of exercising this authority, but will keep the matter under review, taking into account market conditions. Ordinary Shares purchased pursuant to this authority may be cancelled (and the number of Ordinary Shares in issue would be reduced accordingly) or, subject to the provisions of Chapter 6 of Part 18 of the Act, be retained as treasury shares. The Company will consider holding re-purchased Ordinary Shares pursuant to the authority conferred by this resolution as treasury shares (the Company currently has no Ordinary Shares in treasury). The minimum price, exclusive of expenses, which may be paid for an Ordinary Share is 1 pence. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the highest of:

- (i) an amount equal to 5% above the average market value for an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out at the relevant time.

If granted, the authority will expire at the earlier of the conclusion of the AGM to be held in 2026 and the date which is 15 months from the date of passing of the resolution.

**Proxy form**

For Shareholders who wish to use a paper proxy, a Form of Proxy is available from the Registrar on request and should be completed and returned as soon as possible. Shareholders alternatively may vote electronically via the share portal at [www.signalshares.com](http://www.signalshares.com). We strongly encourage all Shareholders to exercise their vote by appointing the Chair of the AGM (rather than a named individual) as their proxy and providing voting instructions in advance of the 2025 AGM. To be valid, your voting instructions must reach the Company's Registrar, MUFG Corporate Markets, no later than 48 hours before the 2025 AGM, being 10.00 a.m. on 19 June 2025 (or, if the 2025 AGM is adjourned, by no later than 48 hours prior to the adjourned 2025 AGM). Issuing your voting instructions in advance will not prevent you from attending and voting at the 2025 AGM in person, should you so wish.

## NOTES TO SHAREHOLDERS

### Right to attend and vote

1. To be entitled to attend and vote at the AGM (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), Shareholders must be entered on the register of members of the Ordinary Shares of the Company by no later than close of business on 19 June 2025 (or, in the event of any adjournment, close of business on the date which is two days before the time of the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day).

Changes to the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Please note, if you are unable to attend the AGM on the day to vote in person, you are strongly encouraged to lodge a vote by proxy ahead of the meeting. Should Shareholders wish to raise a question to be answered at the AGM, they should submit their question in advance to The Company Secretary ([inca.ross@amcomri.com](mailto:inca.ross@amcomri.com)) by close of business on 19 June 2025.

Shareholders attending in person may ask questions at the AGM itself in the normal way.

### Proxies

2. A member entitled to attend, speak and vote at the AGM may appoint a proxy or proxies who need not be a member of the Company to attend, to speak and to vote at the AGM on their behalf. Shareholders submitting a proxy are strongly encouraged to exercise their vote by appointing the Chair of the AGM (rather than a named individual) as their proxy and providing voting instructions in advance of the AGM. Shareholders are encouraged to appoint their proxies electronically via the share portal at [www.signalshares.com](http://www.signalshares.com).

For Shareholders who wish to use a paper proxy, a Form of Proxy for the AGM is available from the Registrar on request and should be completed and returned as soon as possible. To be valid, your proxy vote, together with any power of attorney or other authority under which it is made or a copy of the authority certified notarially, must reach the Company's Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom, by post no later than 48 hours before the AGM (excluding non-working days). Therefore, please send your Form of Proxy so that it is received by the Company's Registrar at the address above by no later than 10.00 a.m. on 19 June 2025 (or, if the AGM is adjourned, by no later than the time being 48 hours before the time fixed for the adjourned AGM, excluding any part of day that is a non-working day).

Shareholders may alternatively choose to register their proxy appointments and instructions on-line by visiting Amcomri's Share Portal, by logging onto [www.signalshares.com](http://www.signalshares.com), where full instructions are given. In order to register your vote online you will need to enter your Investor Code which appears on your share certificate. A proxy appointment made electronically will not be valid if sent to any other address or if received after 10.00 a.m. on 19 June 2025 (or, if the AGM is adjourned, after the time being 48 hours before the time fixed for the adjourned AGM, excluding any part of a day that is a non-working day). Proxies may also be appointed through CREST in accordance with note 3 below or via Proxymity in accordance with note 4 overleaf. Completion of a Form of Proxy, other such instrument or any CREST Proxy Instruction, or appointing a proxy via Proxymity will not preclude a Shareholder from attending and voting in person at the 2025 AGM should the Shareholder so wish. A Shareholder may appoint more than one proxy in relation to the 2025 AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the Shareholder. A proxy need not be a member of the Company.

A Shareholder may change proxy instructions by returning a new proxy appointment using the methods set out above. If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same AGM, the appointment of proxy which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold their vote as they think fit on the resolutions or on any other business (including amendments to resolutions) which may come before the 2025 AGM.

A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

A Shareholder must inform the Company in writing of any termination of the authority of a proxy.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, MUFG Corporate Markets by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), or you may call on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

### **CREST electronic proxies**

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM 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.

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 instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or 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 issuer's agent (ID RA10) by 10.00 a.m. on 19 June 2025 (or, if the 2025 AGM is adjourned, by no later than 48 hours prior to the stated time of the adjourned AGM (excluding any part of a day that is not a working day)). 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. 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, 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations 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.

Unless otherwise indicated on the Form of Proxy, CREST voting, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

### **Proxymity Voting**

4. 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 10.00 a.m. on 19 June 2025 in order to be considered valid or, if the 2025 AGM is adjourned, by the time which is 48 hours before the time of the adjourned AGM. 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.

#### **Joint holders**

5. 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).

#### **Appointing a corporate representative**

6. Any corporation which is a member can appoint one or more corporate representatives. Each representative may exercise on behalf of the corporation the same powers as the corporation could exercise if it were an individual member of the Company provided that they do not do so in relation to the same Ordinary Shares. It is therefore no longer necessary to nominate a designated corporate representative.

#### **Nominated persons**

7. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may have a right, under an agreement between themselves and the member by whom the Nominated Person was nominated, to have a right to be appointed (or to have someone else appointed) as a proxy for the 2025 AGM.

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, the Nominated Person may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

The statement of the rights of the members in relation to the right to vote and the appointment of corporate representatives and proxies set out in notes 1 to 6 above, does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company.

#### **Voting rights**

8. As at the Latest Practicable Date the Company's issued share capital consisted of 71,838,549 Ordinary Shares, carrying one vote each. No Ordinary Shares were held in treasury. Therefore, the total voting rights in the Company as at the Latest Practicable Date were 71,838,549.

#### **Website publication of audit concerns**

9. Under section 527 of the Act, the Company may be required by its Shareholders to publish on a website a statement setting out any matter relating to:
  - i. 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; or
  - ii. any circumstance connected with an auditor of the Company appointed ceasing to hold office since the previous meeting at which annual accounts and reports were laid (in each case) that the members propose to raise at the AGM.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

**Website**

10. A copy of this Notice, and other information required by section 311A of the Act, can be found at <https://amcomrigroup.com/investor-relations/events>.

You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice (or in any related documents including the 2024 Annual Report and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

## AT THE AGM

### Voting at the AGM

All resolutions will be decided on a poll to be called by the Chair of the AGM.

This reflects current best practice and ensures that Shareholders who have appointed the Chair of the AGM as their proxy have their votes fully taken into account. Amcomri also believes a poll is more representative of the Shareholders' voting intentions than a show of hands because Shareholder votes are counted according to the number of shares held and all votes tendered are taken into account.

Once the final results of the poll have been verified by the Company's Registrar, they will be notified to the Financial Conduct Authority, announced through a Regulatory Information Service and will be available to view on the Company's website.

### Shareholders' rights to ask questions

The AGM is an important opportunity for all Shareholders to express their views by asking questions and voting.

Your participation in this annual event continues to be very important to us.

Shareholders wishing to raise questions relating to the business of the AGM are invited to send the Company Secretary an email at [inca.ross@amcomri.com](mailto:inca.ross@amcomri.com) or write to the Company Secretary at the registered address at 46-48 Beak Street, London, W1F 9RJ no later than close of business on 19 June 2025.

Shareholders attending in person may ask questions at the AGM itself in the normal way. No answer need be given if:

- a. to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, or
- b. it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

### Alternative business

Under section 338 and section 338A of the Act, Shareholders meeting the threshold requirements in those sections have the right to require the Company:

- a. to give, to Shareholders entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or
- b. to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- i. (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
- ii. it is defamatory of any person; or
- iii. it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six clear weeks before the AGM

or, if later, the time at which the Notice of AGM is given, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

**Documents available for inspection**

Copies of the below documents are available for inspection electronically and at Amcomri's registered office during normal business hours from the date of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the AGM for at least 15 minutes prior to, during and 15 minutes after the AGM:

- this Notice
- the letters of appointments, service agreements, deeds of indemnity of all Directors
- 2024 Annual Report