

# Notice of Annual General Meeting

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

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

If you have sold or transferred all of your shares in K3 Business Technology Group plc (the "Company"), please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of the Company will be held at the offices of Cavendish at One Bartholomew Close, London, EC1A 7BL on Thursday 24<sup>th</sup> April 2025 at 10:00 am at which the following business will be transacted.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions.

### **Ordinary resolutions**

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive, consider and adopt the annual accounts for the period ended 30 November 2024, together with the directors' and auditors' reports on those accounts.
2. To re-elect Gabrielle Hase as a director of the Company in accordance with Articles 22.5 and 22.6 of the articles of association.
3. To re-elect Lavinia Alderson as a director of the Company (in accordance with Articles 22.5 and 22.6 of the articles of association) who was appointed by the Board since the last annual general meeting.
4. To re-appoint Crowe U.K. LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
5. To authorise the directors of the Company to determine the auditor's remuneration.
6. That the directors of the Company be and they are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act"), to exercise all 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 ("Rights") up to an aggregate nominal amount of £3,727,698 provided that this authority shall unless previously revoked, renewed or varied by the Company in general meeting expire five years from the date of this resolution or if earlier, the date of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors of the Company may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority is in substitution for all previous unexercised authorities conferred upon the directors pursuant to section 551 of the Act, but without prejudice to the allotment of any shares or the grant of any Rights already made or to be made pursuant to such authorities.

# Notice of Annual General Meeting

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### Special resolutions

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

#### *Disapplication of pre-emption rights*

7. That subject to and conditional on the passing of resolution 6 above, the directors of the Company be and they are empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 6 above and/or to sell ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
- 7.1 the allotment of equity securities in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- 7.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph 7.1 above) up to an aggregate nominal amount of £1,118,309.00; and, unless previously renewed, revoked or varied by the Company in general meeting, the authority granted by this resolution shall expire on 30 June 2026, or if earlier the date of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors of the Company may allot equity securities and/or sell equity securities held as treasury shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

#### *Authority to repurchase ordinary shares*

8. That the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25 pence each in the capital of the Company ("Shares"), provided that:
- (a) the maximum aggregate number of Shares authorised to be purchased is 4,473,238;
- (b) the minimum price (exclusive of expenses) which may be paid for a Share is 25 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to the greater of (i) 105% of the average of the middle market quotations for a Share for the five business days immediately preceding the day on which that Share is purchased and (ii) the higher of the price of the last independent trade and the highest then current independent bid for any number of the Shares on the Alternative Investment Market of the London Stock Exchange;
- (d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2026 or, if earlier, on the expiry of 15 months from the date of passing of this resolution unless such authority is renewed prior to such time; and
- (e) the Company may make one or more contracts to purchase Shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority, and may make a purchase of Shares in pursuance of any such contract.

Registered Office

K3 Business Technology Group plc  
Baltimore House  
50 Kansas Avenue  
Manchester M50 2GL

20 March 2025

By order of the Board

**E Dodd**  
Company Secretary

## Explanatory Notes to the Resolutions proposed in the Notice of Annual General Meeting

Please refer to notes 1 to 4 relating to entitlement to attend and vote at the meeting and the appointment of proxies.

1. Resolution 1 – The Directors are required to present to shareholders at the annual general meeting the Annual Report and Accounts for the financial year ended 30 November 2024 together with the Director's and Auditor's reports on such accounts.
2. Resolution 2 – Under Article 22.5 of the Company's current articles of association, one third of the total number of directors (rounded down to the nearest whole) shall retire at each annual general meeting. For the purposes of this calculation, the total number of directors does not include those directors tabled for re-election due to being appointed since the previous annual general meeting or due to being appointed for a period of nine years or more. Accordingly, Gabrielle Hase shall retire at the 2025 annual general meeting and offer herself for re-election. Gabrielle Hase's re-election is recommended by the Board. Gabrielle Hase was originally appointed as a director of the Company in September 2021 and her biographical details are available on the Company's website at <https://www.k3btg.com/aim-rule-26/the-board/>.
3. Resolution 3 – In compliance with Article 22.5 of the Company's current articles of association any director appointed by the board since the previous annual general meeting shall retire at the annual general meeting of the Company next following the appointment. Lavinia Alderson was appointed by the Board as a director of the Company in July 2024 and accordingly retire and offer herself for re-election as a director at the 2025 annual general meeting. Lavinia Alderson is recommended by the Board for re-election. Biographical detail of Lavinia Alderson is available on the Company's website at <https://www.k3btg.com/aim-rule-26/the-board/>.
4. Resolutions 4 and 5 – The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Crowe U.K. LLP have indicated their willingness to continue in office. Accordingly, Resolution 4 reappoints Crowe U.K. LLP as the Auditor of the Company and 5 authorises the Directors to fix their remuneration.
5. Resolution 6 – would empower the directors to allot shares for any reason in accordance with Section 551 of the Act up to an aggregate nominal amount of £3,727,698 representing approximately one-third of the issued share capital of the Company at the date of the notice of annual general meeting. This resolution complies with the Investment Association Share Capital Management Guidelines issued in July 2016. As at close of business on the date of the notice of annual general meeting the Company did not hold any treasury shares. The authority granted by this resolution will expire five years from the date of the resolution or if earlier, on the conclusion of next year's annual general meeting.
6. Resolution 7 – (proposed as a special resolution) would empower the directors pursuant to the authority to allot granted by resolution 6 to allot equity securities (as defined by section 560 of the Act) for cash or sell treasury shares other than to existing shareholders pro rata to their existing holdings. Such power would be limited to the situations referred to in sub-paragraphs 7.1 and 7.2 of that resolution. Sub-paragraph 7.1 refers to rights issues and similar issues, where difficulties arise in offering relevant securities to certain overseas shareholders or where fractional entitlements arise. Sub-paragraph 7.2 permits allotments for cash (other than rights issues or similar) of ordinary shares or sale of treasury shares up to an aggregate nominal amount of £1,118,309 representing approximately one-tenth of the issued ordinary share capital of the Company at the date of the notice of annual general meeting. The resolution is proposed so as to give the directors greater flexibility to take advantage of business opportunities as they arise. The directors have no present intention of exercising the authority. The power granted by this resolution will expire on 30 June 2026, or if earlier on the conclusion of next year's annual general meeting.
7. Resolution 8 seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 4,473,238 of its ordinary shares, representing approximately 10 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at the date of the notice of annual general meeting. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of the Company's 2026 annual general meeting and the date 15 months after the resolution.

The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

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

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### Notes to the Notice of Annual General Meeting

#### *Entitlement to attend and vote*

1. On a show of hands every shareholder present in person has one vote and on a poll every shareholder has one vote for each share held by him. The necessary quorum at this meeting is two members present in person or by proxy and entitled to vote upon the business to be transacted.
2. The Company specifies that only those members registered on the Company's register of members at:
  - close of business on 22<sup>nd</sup> April 2025; or,
  - if this Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding non-business days),shall be entitled to attend and vote at the Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

#### *Issued shares and total voting rights*

3. As at close of business on the date of the notice of annual general meeting, the Company's issued share capital comprised 44,732,379 ordinary shares of 25 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on the date of the notice of annual general meeting is 44,732,379.

#### *Documents on display*

4. The following documents will be available for inspection at Baltimore House, 50 Kansas Avenue, Manchester M50 2GL from the date of the notice of the annual general meeting until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:
  - Copies of the service contracts of executive directors of the Company; and
  - Copies of the letters of appointment of the non-executive directors of the Company.

#### *Appointment of proxies*

5. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes.
6. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chair of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form (if applicable). If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please complete new proxy forms for each proxy appointed and list the details of each proxy on a separate form (if applicable). Please indicate in the box next to the proxy's name the number of shares in relation to which he/she is authorised to act as your proxy. Failure to specify the number of shares to which a proxy appointment relates or specifying a number in excess of those held by the Member will result in the proxy appointment being invalid. Please also indicate by selecting the box provided if the proxy instruction is one of multiple instructions being given.

8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. 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 Meeting.

*Members can*

- Register their proxy appointment electronically (see note 9).
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 11).
- If an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform (see note 12).
- Request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or on Tel: 0371 664 0300 (see note 13).

*Proxy voting using the Investor Centre*

9. You may submit your proxy vote electronically at [uk.investorcentre.mpms.mufg.com](http://uk.investorcentre.mpms.mufg.com). If not already registered for the Investor Centre, you will need your Investor Code as shown on a recent dividend tax voucher or recent share certificate. For an electronic proxy vote to be valid, your appointment must be received by no later than 10:00 am on 22<sup>nd</sup> April 2025.

*Proxy voting via the Investor Centre app*

10. Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: [uk.investorcentre.mpms.mufg.com](http://uk.investorcentre.mpms.mufg.com).



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### *CREST proxy voting (uncertificated shareholders)*

11. (a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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.
- (b) 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 (formerly CRESTCo's) specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 issuers' agent (ID RA10) by the latest time for receipt of proxy appointments specified in this notice or, in the event of an adjourned meeting, 48 hours before the adjourned meeting. 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 registrars are 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 provider(s) 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. 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.
12. If you are an institutional investor, you may 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 am on 22<sup>nd</sup> April 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

### *Appointment of proxy using hard copy proxy form*

13. You may request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or on Tel: 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. The notes to the proxy form explain how to direct your proxy 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 to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or delivered to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (multiple forms should be returned in the same envelope); and
- received by MUFG Corporate Markets no later than 10:00 am on 22<sup>nd</sup> April 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.

#### *Appointment of proxy by joint members*

14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### *Changing proxy instructions*

15. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see 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 MUFG Corporate Markets via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or on 0371 664 0300. Calls to MUFG Corporate Markets 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.

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. If the Company is unable to determine which of more than one valid proxy appointment was deposited or delivered last in time, none of them shall be treated as valid in respect of the share(s) to which they relate.

#### *Termination of proxy appointments*

16. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or 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 MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 10:00 am on 22<sup>nd</sup> April 2025.

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

#### *Corporate representatives*

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

# Information for Shareholders

## Enquiring about your shareholding

If you want to ask, or need information, about your shareholding, please contact our registrar, MUFG Corporate Markets, via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or on 0371 664 0300. Calls to MUFG Corporate Markets 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. Alternatively, if you have internet access, you can access the Investor Centre via a web browser at [uk.investorcentre.mpms.mufg.com](http://uk.investorcentre.mpms.mufg.com) where you can, amongst other things, view details of your shareholding, set up or amend a dividend mandate and update your address details.

## Electronic communications

You can elect to receive shareholder communications electronically by writing to our registrar, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Alternatively, if you have internet access, you can access the Investor Centre via a web browser at [uk.investorcentre.mpms.mufg.com](http://uk.investorcentre.mpms.mufg.com) where you can elect to receive shareholder communications electronically. This will save on printing and distribution costs, creating environmental benefits. When you register, you will be sent a notification to say when shareholder communications are available on our website and you will be provided with a link to that information. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.