

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 independent advice from your stockbroker, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all of your discoverIE Group plc ordinary shares, please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.



Annual General Meeting Monday 24 July 2023

Notice of Annual General Meeting and Chairman's explanatory letter



22 June 2023

Dear Shareholder,

Annual General Meeting 2023

I am pleased to write to you with the arrangements for the Annual General Meeting (the "Meeting") of discoverIE Group plc (the "Company") to be held at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey GU2 7AH at 11.30 am on Monday 24 July 2023.

You will find with this letter:

- The Notice of Meeting, setting out the resolutions to be proposed, together with explanatory notes.
- A copy of the Annual Report and Accounts of the Company for the year ended 31 March 2023, including the Group Financial Statements and the Directors' Remuneration Report 2023.
- A Form of Proxy.

Recommendation

Your Directors believe that all the proposals to be considered at the Meeting are in the best interests of the Company and of its shareholders as a whole. They recommend that you vote in favour of the resolutions to be put to you at the Meeting, as they intend to do in respect of their own beneficial holdings.

Action to be taken

You are requested to complete, sign and return the Form of Proxy, in accordance with the directions, as soon as possible and, in any event, so that it is received by 11.30 am on Thursday 20 July 2023 (or in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). Completion and return of the Form of Proxy will not prevent you from attending the Meeting and voting in person, should you wish to do so. Should you have any questions please contact Greg Davidson, Group General Counsel & Company Secretary, at companysecretary@discoverIEplc.com.

We will keep you updated with any necessary changes to the arrangements in due course via our website and our market announcements.

Yours faithfully

Bruce Thompson
(Chairman)

discoverIE Group plc, 2 Chancellor Court,
Occam Road, Surrey Research Park,
Guildford, Surrey GU2 7AH

Tel: +44(0)1483 544500

Registered office as above.

Registered No: 2008246 England & Wales

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN of the Annual General Meeting (the "Meeting") of discoverIE Group plc (the "Company") to be held at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey GU2 7AH on Monday 24 July 2023 at 11.30 am to consider and, if thought fit, to pass the Resolutions set out below.

Resolutions 1 to 13 and 20 will be proposed as Ordinary Resolutions while Resolutions 14 to 19 will be proposed as Special Resolutions.

Resolutions

- 1** To receive and adopt the Financial Statements for the year ended 31 March 2023, together with the Reports of the Directors and the Auditor thereon (the "Annual Report and Accounts").
- 2** To approve the final dividend of 7.90 pence per ordinary share recommended by the Directors in respect of the year ended 31 March 2023, payable on 1 August 2023 to holders of ordinary shares on the register of members of the Company at the close of business on 23 June 2023.
- 3** To approve the Directors' Remuneration Report as set out on pages 125 to 146 of the Company's Annual Report and Accounts for the year ended 31 March 2023 (other than the part containing the Directors' Remuneration Policy).
- 4** To re-elect Bruce Thompson as a Director.
- 5** To re-elect Nick Jefferies as a Director.
- 6** To re-elect Simon Gibbins as a Director.
- 7** To re-elect Tracey Graham as a Director.
- 8** To re-elect Clive Watson as a Director.
- 9** To re-elect Rosalind Kainyah as a Director.
- 10** To elect Celia Baxter as a Director.
- 11** To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
- 12** To authorise the Directors to determine the remuneration of the Auditor.
- 13** That, in substitution for all existing unexercised authorities, the authority conferred on the Directors by Article 7.2 of the Company's Articles of Association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next Annual General Meeting or 23 October 2024 and, for that period, the Section 551 Amount is £1,605,935.
- 14** That, in addition and without prejudice to the authority renewed in Resolution 13 above, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as defined in Section 560 of the Companies Act 2006) in connection with a pre-emptive offer by the Company of ordinary shares up to an aggregate nominal amount of £1,605,935 provided that this authority shall expire on the earlier of the date of the Company's next Annual General Meeting or 23 October 2024 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 Board may allot shares or grant such rights in pursuance of those offers or agreements, as if this authority had not expired.

For the purpose of this Resolution a "pre-emptive offer" means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the crediting of entitlements to subscribe or entitlements to rights or the issue of an application form or renounceable letter, but subject to such 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 any other matter.

- 15** That, subject to the passing of Resolution 13 above, in substitution for all existing authorities:
 - (a) the authority conferred on the Directors by Article 7.3 of the Company's Articles of Association be renewed (unless previously renewed, varied or revoked) and that the Section 561 Amount is £481,780; and

(b) the Directors be and are unconditionally authorised to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as defined in Section 560 of the Companies Act 2006) for cash, and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares (otherwise than under Article 7.3 of the Company's Articles of Association) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time which is subject to Article 7.5 of the Company's Articles of Association, 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 authorities to apply until the earlier of the date of the Company's next Annual General Meeting or 23 October 2024 save that the Company may, before such expiry, make an offer or agreement 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 and sell treasury shares in pursuance of such an offer or agreement, as if the power conferred hereby had not expired.

16 That, subject to the passing of Resolution 13 above, in addition and without prejudice to the authority renewed in Resolution 15 above, the Directors be and are unconditionally authorised to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as defined in Section 560 of the Companies Act 2006) for cash, and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £481,780, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to either be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the 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 authorities to apply until the earlier of the date of the Company's next Annual General Meeting or 23 October 2024 save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities and sell treasury shares in pursuance of such an offer or agreement, as if the power conferred hereby had not expired.

17 That, subject to the passing of Resolution 14 above, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the said Act) for cash pursuant to the authority conferred by Resolution 14 above as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment, provided that this power shall expire on the earlier of the date of the Company's next Annual General Meeting or 23 October 2024 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities and sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

18 That, subject to the provisos hereto, the Company be and is hereby generally authorised to purchase any of its own ordinary shares of five pence each by a market purchase (as defined by Section 693(4) of the Companies Act 2006) provided always that this power shall:

(a) be limited to a purchase or purchases up to an aggregate of 9,635,610 issued ordinary shares of five pence each of the Company, representing approximately 10 per cent. of the Company's issued share capital;

(b) be limited to a purchase or purchases at a price per ordinary share (exclusive of dealing and other incidental costs and stamp duty) not below five pence and not above an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by Regulation (EU) 2016/1052 as it forms part of English law by virtue of the European Union (Withdrawal) Act 2018; and

(c) unless renewed, varied or revoked by the Company in general meeting, expire on the earlier of the date of the Company's next Annual General Meeting or 23 October 2024 and the Company may make a purchase of its own shares in accordance with this authority after the expiry of the said time limit imposed above where the contract of purchase is concluded before such authority expires and the Company is hereby permitted to make a contract of purchase which would or might be executed wholly or partly after the authority shall have expired.

19 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

20 That the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are generally and unconditionally authorised, in accordance with Section 366 of the Companies Act 2006, to:

- (a) make political donations to political parties or independent election candidates not exceeding £100,000 in aggregate for all such companies taken together;
- (b) make political donations to political organisations other than political parties not exceeding £100,000 in aggregate for all such companies taken together; and
- (c) incur political expenditure not exceeding £100,000 in aggregate for all such companies taken together,

during the period beginning on the date of this Resolution and ending at the conclusion of the Company's next Annual General Meeting or, if earlier, on 23 October 2024.

For the purposes of this Resolution, 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given to them in Part 14 of the Companies Act 2006.

By Order of the Board

Greg Davidson

Group General Counsel & Company Secretary
Registered Office
2 Chancellor Court, Occam Road,
Surrey Research Park, Guildford, Surrey GU2 7AH

22 June 2023

Notes

- 1** A member of the Company entitled to attend, speak and vote at the Meeting convened by the Notice set out above may appoint a proxy to exercise all or any of his or her rights to attend, speak and vote at the Meeting on his/her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy.
- 2** To be valid, Forms of Proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 11.30am on Thursday 20 July 2023 (or in the case of an adjournment, 48 hours (excluding non-working days) before the time fixed for holding the adjourned meeting), and must be accompanied by any power of attorney or other authority. The Form of Proxy for use at the Meeting is enclosed.
- 3** As an alternative to completing a hard-copy proxy form or using the CREST service (as outlined below), you can appoint a proxy electronically by email. To be valid, this electronic proxy appointment must be signed, dated* and a scanned copy of the original sent by email to the Company's Registrars, Equiniti Limited, to ProxyVotes@equiniti.com, to be received by Equiniti no later than 11.30am on Thursday 20 July 2023 (or in the case of an adjournment, 48 hours (excluding non-working days) before the time fixed for holding the adjourned meeting). Please note neither the Company nor Equiniti will accept any communication that is found to contain a computer virus.

* A scanned copy of any power of attorney or other authority (if any) under which the appointment is made must also be sent by email.
- 4** Completion and return of a Form of Proxy (or the lodgement of a proxy form using the CREST Proxy Instruction) will not prevent a member from attending and voting in person should he or she wish to do so.
- 5** The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 6** CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Monday 24 July 2023 and any adjournment(s) thereof by using the procedures described in the CREST Manual at www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 7** 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'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 issuer's agent (ID RA19) no later than 11.30am on Thursday 20 July 2023 (or in the case of an adjourned meeting, not less than 48 hours (excluding non-working days) before the time of 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 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.
- 8** CREST members and, where applicable, their 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 apply therefore 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/her 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.
- 9** 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.
- 10** Each of the Resolutions to be put to the Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.

- 11** To be entitled to attend and vote at the Meeting or any adjournment thereof, and for the purposes of determining how many votes the member may cast, the Company specifies, pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), that members must be entered in the Company's Register of Members at 6.30pm on Thursday 20 July 2023 (or, in the event of any adjournment, excluding any part of a day that is not a working day, 6.30pm on the date which is two days before the time of the adjourned meeting). Changes to entries in the Register of Members after that time are disregarded in determining the rights of any person to attend and vote at the Meeting.
- 12** Pursuant to DTR 6.1.12 R (2) of the Disclosure and Transparency Rules as at 21 June 2023 (being the latest practicable business day prior to the publication of this Notice), the Company had in issue 96,356,109 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 21 June 2023 are 96,356,109.
- 13** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. In the case of joint holders, 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).
- 14** The following documents are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office and will also be available at the place where the Meeting is being held, up to and including the date of the Meeting and from 15 minutes before the Meeting until the end of the Meeting: (i) copies of the Executive Directors' service contracts; and (ii) copies of the Non-Executive Directors' letters of appointment.
- 15** Members who wish to communicate with the Company in relation to the running of the Meeting should either call Equiniti Limited at the registrar's helpline on 0371-384-2001 (the International Helpline is +44 (0) 121-415-7047), or write to the registrar by post at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- 16** Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that Section have the right to require the Company 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Report and Accounts were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, 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 Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
- 17** Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable, in the interests of the Company or the good order of the Meeting, that the question be answered.
- 18** A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.discoverIEplc.com. The results of the Meeting will be announced to the London Stock Exchange as soon as practicable following the Meeting, and will be published on the Company's website, as above.

Explanatory notes

Resolution 1: accounts

In accordance with the Companies Act 2006 (the “Act”), the Directors must present to the Meeting the Financial Statements of discoverIE Group plc (the “Company”) for the year ended 31 March 2023, together with the Reports of the Directors and the Auditor thereon and the Directors’ Remuneration Report with the associated Auditor’s Report. These are contained in the Company’s Annual Report and Accounts.

Resolution 2: final dividend

A final dividend can only be paid after it has been approved by the shareholders and cannot exceed the amount recommended by the Board. A final dividend of 7.90 pence per ordinary share is recommended for payment by the Board to the shareholders who are entered in the register of members of the Company at the close of business on 23 June 2023 and, if approved, the date of payment of the final dividend will be 1 August 2023.

Resolution 3: approval of the Directors’ Remuneration Report

The Company is seeking shareholders’ approval of the Directors’ remuneration report (other than the Directors’ Remuneration Policy) under Resolution 3.

The Directors are required to prepare the Directors’ Remuneration Report which is set out on pages 125 to 146 of the Annual Report and Accounts. The Directors’ Remuneration Report comprises an annual report detailing the remuneration of the directors and a statement by the Chair of the Remuneration Committee. The Company is required to seek Shareholders’ approval in respect of the contents of this report on an annual basis. The vote is an advisory one, and no entitlement of a Director to remuneration is conditional on it. The Company’s auditor, PricewaterhouseCoopers LLP, has audited those parts of the Directors’ Remuneration Report that are required to be audited.

Resolutions 4 to 10 (inclusive): re-election and election of Directors

The Company has adopted the provisions of the 2018 UK Corporate Governance Code regarding the annual election of Directors and therefore each of the existing Directors of the Company are required to stand for election or re-election, as relevant, at the Annual General Meeting.

Biographical details for each Director can be found on pages 100 and 101 of the Annual Report and Accounts and on the Company’s website www.discoverIEplc.com.

Details of Board activity during the year and the Board Evaluation process can be found in the Corporate Governance Report on pages 102 to 112 of the Annual Report and Accounts. Having considered the skills and experience and the performance of, and contribution made by, each Director, and the independence of each Non-Executive Director, the Board is satisfied that all Directors continue to be effective and continue to demonstrate a great deal of commitment to their roles and that their respective skills complement each other to enhance the overall operation of the Board of Directors. Through their ongoing consideration of strategic, operational, financial and risk matters, and by providing appropriate challenge to management, the Board considers that all Directors continue to make an important contribution to the long-term sustainable success of the Company. As such, the Board unanimously recommends their election or re-election.

Resolutions 11 and 12: re-appointment and remuneration of auditor

The Company is required to appoint an external auditor at each general meeting at which accounts are laid before the Company, to hold office from the conclusion of that general meeting until the conclusion of the next general meeting.

The Board recommends the re-appointment of the current auditor, PricewaterhouseCoopers LLP, who was appointed for the first time at the 2018 Annual General Meeting following a competitive tender process.

Further, it is recommended that the Directors, acting through the Audit and Risk Committee, be authorised to determine the auditor’s remuneration.

Resolution 13: authority to allot

The Act requires that, to allot unissued shares, the Directors must receive authority from shareholders. The Company’s Articles of Association give a general authority to the Directors to allot unissued shares, which is subject to renewal by shareholders.

This Resolution will allow the Directors to issue new shares up to a total nominal value of £1,605,935 (the Section 551 Amount) which represents approximately one-third of the Company’s issued share capital (calculated exclusive of any treasury shares). This authority will expire on the earlier of the date of the Company’s next Annual General Meeting or 23 October 2024. As at 21 June 2023, the Company did not hold any treasury shares within the meaning of Section 724(5) of the Act.

The Directors have no present intention of exercising this authority but, as in previous years, consider it desirable that they should have the flexibility to issue new shares from time to time to enable the Company to act in the best interests of shareholders, when opportunities arise. However, the Directors will contemplate using this authority to take advantage of targeted acquisitions that help deliver the Company’s strategy.

Resolutions 14 and 17: additional authorities to allot shares and disapplication of statutory pre-emption rights in connection with a pre-emptive offer

These Resolutions authorise the Directors to allot, in addition to the authority referred to in Resolution 13, up to a further nominal amount of £1,605,935 in connection with a pre-emptive offer to existing shareholders, without the need to comply with the strict requirements of the statutory pre-emption provisions. This is in accordance with guidance on directors' powers to allot shares published by the Investment Association.

The guidance states that Investment Association members would support resolutions authorising the allotment of an additional one-third of the issued ordinary share capital provided that the additional authority can only be used for fully pre-emptive offers.

The Directors have no present intention to make use of these authorities (which will expire on the earlier of the date of the Company's next Annual General Meeting or 23 October 2024), but as in previous years, consider it desirable that they should have the flexibility to act in the best interests of shareholders when opportunities arise. They will contemplate using the authorities to take advantage of targeted acquisitions that help deliver the Company's strategy.

Resolution 15: disapplication of statutory pre-emption rights

The Act requires that, subject to certain exceptions, before directors of a company can issue any new shares (including the sale of treasury shares) for cash, the new shares must first be offered to existing members of the Company in proportion to the number of shares which they hold at the time of the offer.

The Company's Articles of Association give a general authority to the Directors so that this statutory pre-emption requirement does not apply to allotments of shares or the sale of treasury shares for cash up to a specific amount, which is subject to renewal by shareholders.

In addition to and without prejudice to the authority in Resolution 14, this Resolution would allow the Directors to allot shares or sell treasury shares for cash only pursuant to the authority conferred by Resolution 13 up to a nominal value of £481,780 (the Section 561 Amount) which is approximately ten per cent. of the Company's issued share capital (calculated inclusive of treasury shares).

Resolution 15 also provides the Directors with the power to disapply pre-emption rights up to an aggregate nominal amount equal to 20% of any allotments or sales which are subject to Article 7.5 of the Company's articles of association, to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group's latest November 2022 Statement of Principles ("**Statement of Principles**").

This resolution means that the rights of existing shareholders are protected. If a share issue is not a pre-emptive offer, the proportionate interest of existing shareholders could not, without their agreement, be reduced under this resolution by more than twelve per cent. by the issue of new shares or the sale of treasury shares for cash to new shareholders. Such authority would expire on the earlier of the date of the Company's next Annual General Meeting or 23 October 2024. Again, the Directors have no present intention of exercising this authority but, as in previous years, consider it desirable that they should have the flexibility to act in the best interests of shareholders when opportunities arise. They will contemplate using the authorities to take advantage of targeted acquisitions that help deliver the Company's strategy.

Resolution 16: additional disapplication of statutory pre-emption rights

In addition to the authority conferred by Resolution 15, the authority conferred by Resolution 16 allows the Directors to allot shares or sell treasury shares for cash on a non pre-emptive basis up to a nominal value of 481,780, being approximately ten per cent. of the Company's issued share capital (calculated inclusive of treasury shares).

Resolution 16 also provides the Directors with the power to disapply pre-emption rights up to an aggregate nominal amount equal to 20% of any allotments or sales under paragraph (a) of resolution 16, to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Statement of Principles.

The additional authority conferred by Resolution 16 reflects the Statement of Principles for the disapplication of pre-emption rights. The Directors will have due regard to the Statement of Principles in relation to any exercise of this power. The Directors confirm that they intend to use this power only in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles from time to time) which is announced contemporaneously with the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue.

Together, Resolutions 15 and 16 will allow the Directors to allot shares or sell treasury shares for cash on a non pre-emptive basis up to a maximum nominal value of £1,156,273, being approximately twenty four per cent. of the Company's issued share capital (calculated inclusive of treasury shares) if all authorities under Resolutions 15 and 16 were used for non-pre-emptive issues and follow-on offers. Such authorities would expire on the earlier of the date of the Company's next Annual General Meeting or 23 October 2024.

Resolution 18: purchase of own shares by the Company

The Act requires that a company must be authorised by its shareholders for it to purchase its own shares. The Company's Articles of Association contain a provision allowing the Directors to purchase the Company's own shares, subject to the prior authority of the shareholders having been obtained. This Resolution seeks authority for the Company to make market purchases of its own shares within the limits set out.

The Directors are of the opinion that it would be advantageous for the Company to be in a position to purchase its own shares through the London Stock Exchange should market conditions and price justify that action. The proposed authority would enable the Company to purchase up to a maximum of 9,635,610 ordinary shares of five pence each in the capital of the Company (which represents approximately 10 per cent. of the Company's share capital), with a stated upper limit on the price payable, which reflects the requirements of the Listing Rules. Purchases would only be made after the most careful consideration, where the Directors believed that an increase in earnings or net assets per share would result and where purchases were, in the opinion of the Directors, in the best interests of the Company and its shareholders. The Directors consider that it is prudent to obtain the proposed authority, although they do not currently intend to exercise it.

The Act permits companies to hold any shares acquired by way of market purchases in treasury rather than having to cancel them. The Company would consider holding any of its own shares purchased under the authority granted by Resolution 18 as treasury shares. This would give the Company the ability to re-issue treasury shares, as and when required, quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends would be paid on shares while held in treasury and no voting rights would attach to those shares.

Resolution 19: notice period for general meetings

Due to changes in the law made by the implementation of the Companies (Shareholders' Rights) Regulations 2009, listed companies must call general meetings (other than an annual general meeting) on at least 21 clear days' notice unless the company:

- (a) has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate resolution at its most recent annual general meeting; and
- (b) offers the facility for shareholders to vote by electronic means accessible to all shareholders.

To enable the Company to continue to utilise the shorter notice period of 14 clear days for calling such general meetings, shareholders are being asked to approve this Resolution. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If granted, this authority will be effective until the Company's next Annual General Meeting. This is the same authority which was sought and granted at previous Annual General Meetings.

Resolution 20: authority to make political donations

The Company does not currently make donations to political organisations or incur political expenditure, as those expressions are commonly understood, and has no intention of doing so or using the authority of Resolution 20 to do so.

The Act places restrictions on companies from making political donations or political expenditure. Those expressions are widely defined in the Act and could potentially cover spending on organisations concerned with policy review and law reform, or representation of the business community, which the Company and its subsidiaries might wish to support.

To allow the Company and its subsidiaries to do so and to avoid the possibility of inadvertently breaching the Act, the Company is seeking to allow the Company and its subsidiaries to make donations up to a limit of £100,000 and incur expenditure up to a limit of £100,000.

This authority is sought for a period of one year, until the date of the next Annual General Meeting or, if earlier, on 23 October 2024.

Any political donation or political expenditure made or incurred under the authority of this Resolution will be disclosed in next year's annual report and accounts.



2 Chancellor Court
Occam Road
Surrey Research Park
Guildford
Surrey GU2 7AH

Telephone +44 (0)1483 544500

www.discoverIEplc.com