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IF YOU HAVE RECENTLY SOLD OR TRANSFERRED ALL OF YOUR SHARES IN ASSURA PLC THEN THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS SHOULD BE PASSED TO THE PERSON THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

Assura plc

*(incorporated in England and Wales under the Companies Act 2006 with registered number 9349441)
(the "Company")*

Directors:

Jonathan Davies (*Non-executive Chair*)
Jonathan Murphy (*CEO*)
Jayne Cottam (*CFO*)
Sam Barrell (*Non-executive Director*)
Louise Fowler (*Non-executive Director*)
Emma Cariaga (*Non-executive Director*)
Noel Gordon (*Non-executive Director*)

Registered office:

3 Barrington Road
Altrincham
United Kingdom
WA14 1GY

Dear Shareholder

2025 Annual General Meeting

I am pleased to be writing to you with details of our 2025 Annual General Meeting ("AGM"). The notice convening the AGM is set out on pages 3 to 5 and contains the resolutions dealing with the business of the AGM. The Explanatory Notes for all business of the AGM are set out on pages 9 to 12.

AGM proceedings

The AGM will be held at 11.00 am (UK time)/12.00 pm (South African Standard Time ("SAST")) on Tuesday, 30 September 2025. The meeting will be held at the offices of Lazard & Co., Limited, 20 Manchester Square, London, W1U 3PZ. The AGM will only address the formal matters contained in the Notice of Annual General Meeting.

Shareholders are invited to submit any questions in respect of the business of the AGM for the board of directors to consider. Questions may be submitted in advance to investor@assura.co.uk by 11.00 am (UK time)/12.00 pm (SAST) on 26 September 2025, and the board will aim to respond to any such questions relevant to the business of the AGM. Replies will either be made by return email or published on the investor relations section of our website, as deemed appropriate by the board. Shareholders wishing to vote at the AGM are strongly encouraged to do so by completing a Form of Proxy.

The board encourages shareholders to check the Company's website and regulatory news services for any updates in relation to the AGM that may need to be provided.

Voting

Voting on all resolutions to be proposed at the AGM will be by way of a poll as permitted by the Company's articles of association. Resolutions 1 to 13 are proposed as ordinary resolutions. An ordinary resolution will be passed on a poll if it is passed by shareholders representing a simple majority of the total voting rights of shareholders who (being entitled to do so) vote at the AGM. Resolutions 14 to 18 are proposed as special resolutions. A special resolution will be passed on a poll if it is passed by shareholders representing not less than 75% of the total voting rights of shareholders who (being entitled to do so) vote at the AGM.

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Shareholders are requested to complete, sign and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, no later than 11.00 am (UK time)/12.00 pm (SAST) on 26 September 2025. If you do not complete and return a valid Form of Proxy, no-one else may vote on your behalf. Alternatively, you can appoint a proxy electronically at www.myassurashares.co.uk, via CREST or Proxymity (refer to the notes to the Notice of Annual General Meeting).

Instructions specific to underlying South African shareholders are contained in note 16 in the notes to the Notice of Annual General Meeting.

Recommendation

The directors recommend all shareholders to vote in favour of all the resolutions, as the directors intend to do in respect of their own shares (other than in respect of those resolutions in which they are interested) and consider that they are in the best interests of the Company and the shareholders as a whole.

Yours faithfully,

Jonathan Davies

Non-executive Chair

Notice of 2025 Annual General Meeting

Notice is given that the 2025 Annual General Meeting of the shareholders of Assura plc (the “Company”) will be held at the offices of Lazard & Co., Limited, 20 Manchester Square, London, W1U 3PZ on 30 September 2025 at 11.00 am (UK time)/12.00 pm (SAST) to consider and, if thought fit, pass the resolutions set out below (the “AGM”). Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 18 will be proposed as special resolutions.

Ordinary Resolutions

- 1 To receive the Company's Annual Report and Accounts of the directors of the Company (the “Directors”) and the auditor to the Company for the financial year ended 31 March 2025.
- 2 To approve the Directors' Remuneration Policy as contained in the Directors' Remuneration Report for the financial year ended 31 March 2025 as set out on pages 71 to 78 of the Company's Annual Report and Accounts for the financial year ended 31 March 2025.
- 3 To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) as set out on pages 67 to 85 of the Company's Annual Report and Accounts for the financial year ended 31 March 2025.
- 4 To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
- 5 To authorise the Audit Committee of the board of Directors to determine the auditor's remuneration.
- 6 To re-elect Jonathan Murphy as a Director of the Company.
- 7 To re-elect Jayne Cottam as a Director of the Company.
- 8 To re-elect Louise Fowler as a Director of the Company.
- 9 To re-elect Jonathan Davies as a Director of the Company.
- 10 To re-elect Samantha Barrell as a Director of the Company.
- 11 To re-elect Emma Cariaga as a Director of the Company.
- 12 To re-elect Noel Gordon as a Director of the Company.
- 13 That the Directors be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (“Allotment Rights”), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £217,092,880, of which (i) one half may be allotted or made the subject of Allotment Rights in any circumstances and (ii) the other half may be allotted or made the subject of Allotment Rights pursuant to any fully pre-emptive offer to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such fully pre-emptive offer and subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange;
 - (b) this authority shall expire on 30 December 2026 or, if earlier, on the conclusion of the Company's next annual general meeting;

- (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and
- (d) all authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

Special Resolutions

14 That, subject to the passing of resolution 13 in the notice of this meeting, the Directors be and are authorised, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by resolution 13 in the notice of this meeting and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities in connection with any offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 13(a)(ii) above, by way of a fully pre-emptive offer only) to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange;
- (b) the allotment of equity securities (other than pursuant to paragraph 14(a) above) with an aggregate nominal value of £32,563,931; and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 14(a) or paragraph 14(b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 14(b) 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,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 13 in the notice of this meeting, save that, before the expiry of this authority, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

15 That, subject to the passing of resolution 13 in the notice of this meeting and in addition to the authority contained in resolution 14 in the notice of this meeting, the Directors be and are authorised, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by resolution 13 in the notice of this meeting and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities or sale of treasury shares up to an aggregate nominal value of £32,563,931 and 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 be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 15(a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 15(a) above, such authority to be used only for the purposes of making a follow-on offer which the board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 13 in the notice of this meeting, save that, before the expiry of this authority, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

- 16 That the Company be generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 10 pence each in its capital, provided that:
- (a) the maximum aggregate number of such ordinary shares that may be purchased under this authority is 325,639,319;
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value;
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - an amount equal to 105% of the average market value of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List for the five business days prior to the day the purchase is made; and
 - an amount equal to the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - the last independent trade of; and
 - the highest current independent bid for,any number of the Company's ordinary shares on the trading venue where the purchase is carried out; and
 - (d) this authority shall expire on 30 December 2026 or, if earlier, on the conclusion of the Company's next annual general meeting, save that, before the expiry of this authority, the Company may enter into a contract to purchase ordinary shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.
- 17 That, subject to and conditional upon the delisting and cancellation of admission to trading of the Company's shares on the Equity Shares (Commercial Companies) category of the Official List and the Main Market of the London Stock Exchange and the delisting and cancellation of trading of the Company's shares on the Main Board of the Johannesburg Stock Exchange becoming effective:
- (a) pursuant to section 97 of the Act, the Company be re-registered as a private company limited by shares with the name Assura Limited; and
 - (b) pursuant to section 101(4) of the Act, the draft regulations produced to the AGM and initialled by the Chair for the purposes of identification be and are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
- 18 That any general meeting of the Company that is not an annual general meeting may be called by not less than 14 clear days' notice.

Registered office:

3 Barrington Road
Altrincham
United Kingdom
WA14 1GY

By order of the board

Orla Ball
Company Secretary

5 September 2025

Notes:

1. A member who is entitled to attend and vote at the AGM is entitled to appoint another person, or two or more persons in respect of different shares held by them, as their proxy to exercise all or any of their rights to attend, speak and vote at the AGM. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed.
2. The right of a member of the Company to vote at the AGM will be determined by reference to the register of members. A member must be registered on the register as the holder of ordinary shares by 6.00 pm (UK time)/7.00 pm (SAST) on 26 September 2025 or if the AGM is adjourned, by 6.00 pm (UK time)/7.00 pm (SAST) on the day two days prior to the adjourned AGM in order to be entitled to attend and vote at the AGM as a member in respect of those shares. Changes to entries on the register of members after 6.00 pm (UK time)/7.00 pm (SAST) on 26 September 2025, or, if the AGM is adjourned, after 6.00 pm (UK time)/7.00 pm (SAST) on the day which is two days before the day of any adjourned AGM, will be disregarded in determining the rights of any person to attend or vote at the AGM.
3. Information regarding the AGM, including the information required by section 311A of the Act, can be found at www.assurapl.com.
4. A member wishing to attend and vote at the AGM in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the AGM in person through one or more representatives appointed in accordance with section 323 of the Act. Any such representative should bring to the AGM written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the AGM without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of AGM. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received by 11.00 am (UK time)/12.00 pm (SAST) on 26 September 2025. Alternatively, you may appoint a proxy electronically via www.myassurashares.co.uk where full details of the procedure are given. This website is operated by the Company's registrars.

To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time. Members who hold their shares in uncertificated form may also use "the CREST voting service" to appoint a proxy electronically, as explained below. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the AGM should they so wish. In the case of a shareholder 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.

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

5. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message ("CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & International Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by MUFG Corporate Markets (ID RA10), as the Company's "issuer's agent", by 11.00 am (UK time) on 26 September 2025. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where

applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

6. 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 Company's registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged no later than 48 hours before the time of the AGM, in order to be considered valid or, if the 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. Proxymity will then contract with your underlying institutional account holder directly to accept their vote instructions through the platform.
7. Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Act ("nominated person") may have a right under an agreement between them and that member to be appointed, or to have someone else appointed, as a proxy for the AGM. If a nominated person has no such right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.
9. As at 6.00 pm (UK time) on 4 September 2025 (being the latest practicable date prior to publication of this notice) (i) the Company's issued share capital consisted of 3,256,393,191 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 3,256,393,191. The Company's website at www.assuraplc.com will include information on the number of shares and voting rights.
10. Each member attending the AGM has the right to ask questions relating to the business being dealt with at the AGM which, in accordance with section 319A of the Act and subject to some exceptions, the Company must cause to be answered. A member may not use any electronic address provided by the Company in this notice or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the AGM other than as expressly stated in it.
11. Unacceptable behaviour will not be tolerated at the AGM and it will be dealt with appropriately by the Chair.
12. It is possible that, pursuant to members' requests made in accordance with section 527 of the Act, the Company will be required to publish on a website a statement in accordance with section 528 of the Act setting out any matter that the members concerned propose to raise at the AGM relating to the audit of the Company's latest audited accounts. Where the Company is required to publish such a statement on its website:
 - it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
 - it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
 - the statement may be dealt with as part of the business of the AGM.The request:
 - must be in electronic form (see note 13 below);
 - either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported;
 - must be authenticated by the person or persons making it (see note 13 below); and
 - be received by the Company by 23 September 2025, which is at least one week before the AGM.
13. Where a shareholder or shareholders wish to request the Company to publish audit concerns (see note 12 above), such request must be made by sending a request which states your full name and address, to investor@assura.co.uk. Please state "AGM" in the subject line of the email.

14. Voting on all resolutions to be proposed at the AGM will be by way of a poll as permitted by the Company's articles of association. Resolutions 1 to 13 are proposed as ordinary resolutions. An ordinary resolution will be passed on a poll if it is passed by shareholders representing a simple majority of the total voting rights of shareholders who (being entitled to do so) vote at the AGM. Resolutions 14 to 18 are proposed as special resolutions. A special resolution will be passed on a poll if it is passed by a majority of shareholders representing not less than 75% of the total voting rights of shareholders who (being entitled to do so) vote at the AGM. As soon as practicable following the AGM, the results of the voting will be announced via a regulatory information service and also placed on the Company's website at www.assurapl.com.
15. Copies of the service agreements of the executive directors and a template non-executive directors' appointment letter are available for inspection on the Company's website at www.assurapl.com.
16. For underlying South African shareholders who hold their shares in dematerialised form through a Central Securities Depository Participant ("CSDP") or a broker:
- Record date
The record date for the purposes of determining which shareholders are entitled to receive this notice is Friday, 29 August 2025. The record date for the purposes of determining which shareholders are entitled to participate in and vote at the AGM is 26 September 2025. The last day to trade in the Company's shares in order to be recorded on the South African register in order to be able to participate in and vote at the AGM is 22 September 2025.
 - Voting at the AGM
Your CSDP or broker should contact you to ascertain how you wish to cast your vote at the AGM and should thereafter cast your vote in accordance with your instructions. If you have not been contacted by your CSDP or broker, it is advisable to contact your CSDP or broker and provide your voting instructions (in accordance with the custody agreement between you and your CSDP or broker). If your CSDP or broker does not obtain voting instructions from you, it will be obliged to vote in accordance with the instructions contained in the custody agreement concluded between you and your CSDP or broker.

The deadline for voting instructions to be received by your CSDP or broker is 12.00 pm (SAST) on Tuesday, 23 September 2025.

Underlying South African shareholders who hold their shares in dematerialised form through a CSDP or a broker should not complete a Form of Proxy.
 - Attendance and representation at the AGM
In accordance with the mandate between you and your CSDP or broker, you must advise your CSDP or broker if you wish to attend the AGM and, if so, your CSDP or broker will issue the necessary letter of representation to you to attend and vote at the AGM.

Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions:

Resolution 1: Annual Report and Accounts

The Act requires the directors of a public company to lay before the company in an annual general meeting copies of its annual accounts and reports for the financial year. The Company proposes, as an ordinary resolution, a resolution on its Annual Report and Accounts for the financial year ended 31 March 2025. A copy of each of the documents can be found at www.assurapl.com.

Resolution 2: Approval of the Directors' Remuneration Policy

The Act requires the Directors' remuneration policy to be put to shareholders for approval annually unless the approved policy remains unchanged, in which case it need only be put to shareholders for approval at least every three years. The Directors' Remuneration Policy was last approved by shareholders at the annual general meeting held on 6 July 2022.

The amended Directors' Remuneration Policy is set out in full on pages 71 to 78 of the Company's Annual Report and Accounts for the financial year ended 31 March 2025. The Directors' Remuneration Policy being proposed for approval at the AGM is a rollover of the Directors' Remuneration Policy approved in 2022, and no changes have been made other than minor wording changes to clarify meaning, update wording where necessary and/or remove redundant content.

The vote on resolution 2, which is being proposed as an ordinary resolution, is binding in nature. Once the Directors' Remuneration Policy is approved, the Company will not be able to make a remuneration payment to a current or prospective Director or payment for loss of office to a current or past Director, unless that payment is consistent with the policy or has otherwise been approved by a resolution of the members of the Company. If approved by shareholders, the amended Directors' Remuneration Policy will take effect from the conclusion of the AGM and will remain in place until the earlier of (i) the Company's shares being delisted from the Main Market of the London Stock Exchange or (ii) until a new Directors' Remuneration Policy is approved by shareholders.

Resolution 3: Approval of the Directors' Remuneration Report

The Company proposes an ordinary resolution for approval of the Directors' Remuneration Report for the financial year ended 31 March 2025. The Directors' Remuneration Report is set out in full on pages 67 to 85 of the Company's Annual Report and Accounts for the financial year ended 31 March 2025.

The vote on resolution 3 is advisory in nature and the Directors' entitlement to remuneration is not conditional on it being passed. The Directors are satisfied that the Company's practice in relation to Directors' remuneration is reasonable and that they deserve the support of the shareholders.

Resolutions 4 and 5: Auditor re-appointment and remuneration

At each meeting at which the Annual Report and Accounts are laid, the Company is required to appoint an auditor to serve until the next such meeting. Ernst & Young LLP have indicated that they are willing to act as the Company's auditor. The Directors recommend their re-appointment. Resolution 4 is a resolution to re-appoint them. Resolution 5 is a resolution giving the Audit Committee the discretion to determine the auditor's remuneration. The Audit Committee keeps under review the independence and objectivity of the external Auditor. After considering relevant information, the Audit Committee recommended to the board of Directors that Ernst & Young LLP be re-appointed. The amount of the remuneration paid to the Auditor for the next financial year will be disclosed in the next audited accounts of the Company.

Resolutions 6 to 12: Re-election of Directors

In accordance with the recommendations of the UK Corporate Governance Code and as permitted by the Company's articles of association, each of the Company's Directors will retire from office at the AGM and will seek re-election.

The Chair confirms that, following a performance evaluation, each Director continues to be effective, demonstrating significant commitment to their role and, accordingly, the board unanimously recommends that each Director be appointed.

Brief biographical details of each of the Directors can be found on pages 57 to 58 of the Annual Report and Accounts for the financial year ended 31 March 2025 and on the Company's website at www.assurapl.com.

Under UKLR 6.2.5R, a listed company with a controlling shareholder is required to have in place a constitution that allows the election and re-election of independent directors to be approved by (i) the shareholders of the listed company and (ii) the independent shareholders of the listed company. As notice of the AGM is being given within three months of the Company having a controlling shareholder in accordance with UKLR 6.2.6R(2)(b), the rule under UKLR 6.2.5R does not apply to the Company at the time of the AGM. Voting on resolutions 8 to 12 will therefore take place as an ordinary resolution whereby all votes cast count towards the resolution.

The Directors note that the terms of reference applicable to the Audit Committee and the Remuneration Committee of the Company have recently been updated. These updates to the terms of reference have been made following the appointment of Jonathan Davies as Non-executive Chair of the Company on 18 August 2025 to reflect the current composition on each of the committees. In particular, Jonathan Davies will continue to chair the Audit Committee and will remain on the Remuneration Committee without an additional non-executive director being appointed to that committee. Although these updates do not reflect the recommendations of the UK Corporate Governance Code, they have been made taking into account that: (i) there is an intention for the Company to be delisted shortly following the AGM, and (ii) no Audit Committee or Remuneration Committee meetings are expected to take place prior to such delisting. In accordance with the UK Corporate Governance Code, the updated terms of reference for both the Audit Committee and the Remuneration Committee have been made available on the Company's website at www.assurapl.com.

Resolution 13: Authority to allot shares

The Directors are currently authorised to allot ordinary shares and to grant rights to subscribe for or convert any securities into ordinary shares in the Company, but their authorisation ends at the conclusion of the AGM.

This resolution seeks to renew the Directors' authority to allot ordinary shares and grant rights in accordance with section 551 of the Act. In accordance with The Investment Association's "Share Capital Management Guidelines", the authority sought will allow the Directors to allot new shares and to grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount that is equal to two-thirds of the Company's total issued ordinary share capital, provided that any amount in excess of one-third of the Company's issued ordinary share capital is applied to fully pre-emptive offers only.

Accordingly, if this resolution is passed by shareholders, the Directors will be authorised until the earlier of 30 December 2026 and the conclusion of the Company's next annual general meeting (unless previously renewed, varied or revoked by the Company in a general meeting) to allot shares and grant rights up to an aggregate nominal value of £108,546,440 in any circumstances, and up to a further amount of £108,546,440 in the case of a rights issue only. In each case, £108,546,440 represents approximately one third of the Company's issued ordinary share capital as at 4 September 2025, being the latest practicable date prior to publication of this notice. As at the same date, the Company did not hold any shares in treasury.

The Directors have no present intention of exercising this authority. The purpose of giving the Directors this authority is to maintain the Company's flexibility to take advantage of any appropriate opportunities that may arise.

Resolutions 14 and 15: Disapplication of pre-emption rights

Resolutions 14 and 15 are special resolutions which, if passed by shareholders, will enable the board to allot ordinary shares or to sell any shares out of treasury for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

The Pre-Emption Group's Statement of Principles, last revised in November 2022, provides that a company may seek power to issue on a non-pre-emptive basis for cash shares representing:

- (i) no more than 10% of issued ordinary share capital in any one year, whether or not in connection with an acquisition or specified capital investment (with a further authority of no more than 2% to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles); and
- (ii) no more than an additional 10% of issued ordinary share capital provided that, in the circular for the annual general meeting at which such additional authority is to be sought, the company confirms that it intends to use it only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue (with a further authority for no more than 2% to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the updated principles).

As in 2024, the board is seeking two separate authorities to disapply pre-emption rights at the AGM.

Resolution 14 is proposed as a special resolution. If this resolution is passed by shareholders, it will permit the board to allot ordinary shares on a non-pre-emptive basis and for cash (otherwise than in connection with a rights issue or similar pre-emptive issue) up to a maximum nominal value of £32,563,931. This amount represents approximately 10% of the issued share capital as at 4 September 2025, being the latest practicable date prior to publication of this notice. This resolution will permit the board to allot any such shares for cash on a non-pre-emptive basis in any circumstances (whether or not in connection with an acquisition or specified capital investment). The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting or, if earlier, on 30 December 2026.

Resolution 15 is proposed as a separate special resolution. If this resolution is passed by shareholders, it will afford the board an additional authority to allot ordinary shares on a non-pre-emptive basis and for cash up to a further maximum nominal value of £32,563,931. This amount also represents approximately 10% of the issued share capital as at 4 September 2025, being the latest practicable date prior to publication of this notice. The board confirms that it intends to use any authority conferred by resolution 15 only in connection with an acquisition or a specified capital investment 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. The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting or, if earlier, on 30 December 2026.

Resolution 16: Authority to purchase own shares on the market

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution.

In certain circumstances, it may be advantageous for the Company to purchase its own shares. The Directors will only exercise this authority after considering relevant factors, including if whether to do so would result in an increase in earnings per share and would benefit shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be considered before deciding upon this course of action.

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). UK listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. If resolution 16 is passed at the AGM, and the Company buys back its own shares, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

It is the Company's current intention to satisfy the requirements of its share schemes in a method best suited to the interests of the Company, either by acquiring ordinary shares in the market or, subject to institutional guidelines, issuing new ordinary shares.

This resolution specifies the maximum number of ordinary shares that may be acquired (representing approximately 10% of the Company's issued ordinary share capital as at 4 September 2025, being the latest practicable date prior to publication of this notice, and the maximum and minimum prices at which they may be bought. The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting or, if earlier, on 30 December 2026.

Resolution 17: Re-registration as a private limited company

The Directors note the offer for the Company by Primary Health Properties PLC (“PHP”), which was declared unconditional on 12 August 2025 and the announcement by PHP on 27 August 2025 confirming that PHP had received acceptances to PHP’s offer over shares in the Company carrying 90% or more of the voting rights of the Company. The Directors expect that applications will be made to delist and cancel the admission to trading of the Company’s shares on the Equity Shares (Commercial Companies) category of the Official List and the Main Market of the London Stock Exchange and to delist and cancel the trading of the Company’s shares on the Main Board of the Johannesburg Stock Exchange, with each such delisting and cancellation to become effective shortly following the AGM.

In this context, the Company is seeking to re-register the Company as a private company limited by shares. Resolution 17, which will be proposed as a special resolution, seeks approval for this and the connected re-naming of the Company and the adoption of revised articles of association, which are required as part of re-registration as a private company. The amendments being proposed to the articles of association are to reflect changes that are required following re-registration as a private company.

Resolution 18: Authority for convening general meetings of the Company on at least 14 clear days’ notice

The Company currently has authority under its articles of association to call general meetings (other than annual general meetings) on at least 14 clear days’ notice and would like to preserve this ability. Resolution 18, which will be proposed as a special resolution, seeks approval for this. This approval will be effective until the conclusion of the Company’s next annual general meeting.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the board considers that the flexibility is merited by the business of the meeting and is thought by the board to be to the advantage of shareholders as a whole.