

ONDO INSURTECH PLC
(Company No. 13218816)

Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting (the “AGM”) of Ondo Insurtech plc (the “Company”) will be held at 12.00 p.m. on 22 September 2025 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW to consider and if thought fit, pass the following resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 13 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the Company’s annual report and accounts for the year ended 31 March 2025.
2. To approve the Remuneration Report set out on pages 21 to 24 of the annual report for the year ended 31 March 2025.
3. To re-elect Stefania Barbaglio, who retires by rotation and is seeking re-election in accordance with Article 29 of the Articles of Association, as a director.
4. To re-elect Craig Foster, who retires and is seeking re-election in accordance with Article 29 of the Articles of Association, as a director.
5. To re-elect Gregory Mark Wood CBE, who retires and is seeking re-election in accordance with Article 29 of the Articles of Association, as a director.
6. To re-elect James Barrington Quin, who retires and is seeking re-election in accordance with Article 29 of the Articles of Association, as a director.
7. To re-elect Greig Norman Paterson, who retires and is seeking re-election in accordance with Article 29 of the Articles of Association, as a director.
8. To re-appoint PKF Littlejohn LLP as auditor of the Company.
9. To authorise the Directors to determine the auditor’s remuneration.
10. That, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the ‘Act’) and in substitution for all existing authorities under that section, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (‘Rights’) up to an aggregate nominal amount of £2,306,090.90 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or on 30 September 2026, whichever is earlier, and provided further that the Company shall be entitled before such expiry to 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 shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

11. THAT the Directors of the Company be empowered (subject to the passing of resolution 10 and in substitution for all existing like powers granted to the Directors of the Company (to the extent that they remain in force and unexercised)) pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to

the authority conferred upon them by resolution 10 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561(1) of the Act and sections (1) - (6) of sections 562 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- 11.1 in connection with or pursuant to an offer of such securities by way of a pre-emptive offer (as defined below);
- 11.2 (otherwise than pursuant to resolution 11.1 above) up to an aggregate nominal amount of £691,896.46 (being approximately 10% of the issued ordinary share capital of the Company as at the date of this notice); and
- 11.3 (otherwise than pursuant to resolutions 11.1 or 11.2 above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities (being equal to approximately 2% of the issued share capital of the Company), such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company 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 earlier of the date falling six months from the end of the current financial year of the Company or the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, before the expiry of any power contained in this resolution, make a further offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

For the purpose of resolution 10 and this resolution 11: **fully pre-emptive offer** means a rights issue, open offer or other pre-emptive issue or offer to: (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date(s) for such allotment; and (ii) persons who are holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the Directors of the Company consider necessary, as permitted by the rights of those securities, but subject in both cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of any jurisdiction, the requirements of any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever.

- 12. To empower the Directors of the Company (subject to the passing of resolution 10 and in substitution for all existing like powers (other than resolution 11 above) granted to the Directors of the Company (to the extent that they remain in force and unexercised)) pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred upon them by resolution 12 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561(1) of the Act and sections (1) - (6) of sections 562 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 12.1 up to an aggregate nominal amount of £691,896.46 (being approximately 10% of the issued ordinary share capital of the Company as at the date of this notice), 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 of the Company 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

- 12.2 (otherwise than pursuant to resolution 12.1 above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities (being equal to approximately 2% of the issued share capital of the Company), such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company 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 earlier of the date falling six months from the end of the current financial year of the Company or the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, before the expiry of any power contained in this resolution, make a further offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

13. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By Order of the Board

For and on behalf of
Ben Harber
Company Secretary

15th August 2025

Registered Office
6th Floor
60 Gracechurch Street
London EC3V 0HR

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

- 1) Pursuant to the Company's Articles of Association, a member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If you plan to attend the AGM then due to security restrictions at the building you must register in advance by emailing the Company Secretary, benh@woodhamcorpservices.com, by no later than 18th September 2025.
- 2) If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 3) A proxy may only be appointed using the procedures set out in these notes and the notes to the form of proxy. To validly appoint a proxy, a member must complete, sign and date the enclosed form of proxy and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by 12.00 p.m. on 18th September 2025 (or, in the event that the meeting is adjourned, not less than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the form of proxy.
- 4) In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to commencement of the meeting. If the revocation is received after the time specified, the original proxy appointment will remain valid unless the member attends the meeting and votes in person.
- 5) Pursuant to the Articles of Association, any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to the commencement of the meeting. If the revocation is received after the time specified, the original corporate representative appointment will remain valid unless the member attends the meeting and votes in person.
- 6) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy in respect of the same shares, 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).
- 7) The right to vote at the meeting shall be determined by reference to the register of members of the Company. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those persons whose names are entered on the register of members of the Company at 6.00 p.m. on 18th September 2025 (or, in the event of any adjournment, at 6.00 p.m. on the date which is two working days prior to the adjourned meeting) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
- 8) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via 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.
- 9) In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's ("Euroclear") 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 is 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 Company's agent (ID 7RA11) by the latest time for proxy appointments set out in paragraph 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company'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.

- 10) 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 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 (as amended).
- 11) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
- 12) 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.
- 13) 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.
- 14) A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at <https://www.ondopl.com/investors/circulars-documents/>.
- 15) At 14th August 2025, (being the latest practicable date prior to the publication of this notice) the issued share capital of the Company consisted of 138,379,292 Ordinary Shares of £0.05 each in the capital of the Company. Each Ordinary share carries one vote. The Company held no shares in treasury, therefore the total voting rights in the Company as at 14th August 2025 were 138,379,292.

EXPLANATION OF BUSINESS

Resolution 1: To receive the annual report and accounts

Company law requires the Directors to present the annual report and accounts of the Company to shareholders in respect of each financial year.

Resolution 2: To approve the remuneration report

The remuneration report is set out on pages 21 to 24 of the annual financial report. It gives details of the Directors' remuneration for the year ended 31 March 2025. The vote is advisory and does not affect the actual remuneration paid to any individual Director.

Resolutions 3 to 7: To re-elect Directors

Under the latest Company's Articles of Association, at each AGM, any directors who were not appointed or re-appointed at one of the preceding two AGMs must retire from office and may offer themselves for re-appointment by the shareholders. All of the Directors proposed for re-election have wide ranging business knowledge, bringing valuable skills and experience and the Board considers that each of the Directors continues to make an effective, valuable contribution and demonstrate commitment to the role. Accordingly, the Board recommends the re-election of each of these Directors.

Resolution 8 and 9: To re-appoint the auditor and authorise the Board to determine their remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the members, to hold office until the conclusion of the next such meeting. Resolution 8 is for members to re-appoint PKF Littlejohn LLP as auditors of the Company and resolution 9 proposes that shareholders authorise the Board to determine the remuneration of the auditors. In practice, the audit committee will consider the audit fees and recommend them to the Board.

Resolution 10: Directors' authority to allot shares

Resolution 10 authorises the Directors to allot shares in the Company until the conclusion of the next AGM or 30 September 2026, whichever is earlier. The resolution would give the Directors authority to allot ordinary shares, and grant rights to subscribe for or convert any security into shares in the Company, up to an aggregate nominal value of £2,306,090.90. This amount represents one third of the issued ordinary share capital of the Company as at 14th August 2025, the latest practicable date prior to the publication of this document.

Resolutions 11 and 12: Disapplication of pre-emption rights

The Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the publication of this document (the 'Pre-Emption Principles') states that a general disapplication of pre-emption rights will likely be supported where a company seeks authority to issue non-pre-emptively for cash shares representing: (i) no more than 10% of its issued share capital on an unrestricted basis (being for any purpose); and (ii) no more than an additional 10% of its issued share capital to be used for an acquisition or a specified capital investment of a kind contemplated by the Pre-Emption Principles. In addition, the Pre-Emption Principles state that, in each case, a company may seek further authority to disapply pre-emption rights for up to 2% of its issued share capital to be used only for the purposes of a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Principles.

Resolution 11 contains a three-part disapplication of statutory pre-emption rights. Other than in connection with a fully pre-emptive offer, the power contained in resolution 11 would be limited to a maximum nominal amount of £830,275.75, which would equate to 16,605,515 ordinary shares in the capital of the Company, representing approximately 12% of the Company's issued share capital as at 14th August 2025, being the latest practicable date prior to the publication of this document. Of the £830,272.75, £138,379.29 can only be used for the purposes of making a follow-on offer.

Resolution 12 is a further disapplication of pre-emption rights limited to an additional 10% of issued ordinary share capital to be used for transactions which the Directors determine to be an acquisition or specified capital investment and a further 2% of issued ordinary share capital to be used for making a follow-on offer. This power would be limited to a maximum nominal amount of £830,275.75, which would equate to 16,605,515 ordinary shares in the capital of the Company, representing approximately 12% of the Company's issued share capital as at 14th August 2025, being the latest practicable date prior to the publication of this document. Of the £830,272.75, £138,379.29 can only be used for the purposes of making a follow-on offer.

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 10.

Resolution 13: Approval for calling of general meetings (other than AGMs) on 14 days' notice

Under company law, the Company is required to give 21 clear days' notice for a general meeting of the Company unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (AGMs must continue to be held on at least 21 clear days' notice).

Resolution 13 proposes a special resolution and seeks shareholder approval to enable the Company to call general meetings, other than AGMs, on at least 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider to be appropriate in relation to the business to be considered at the meeting in question and where it is thought to be to the advantage of shareholders as a whole. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.