



Power of the People

Pod Point Group Holdings plc

Notice of General Meeting

Friday 18th July 2025 at 11.00 a.m.

This document is important and requires your immediate attention

This document gives notice of a General Meeting of Pod Point Group Holdings plc ('**Pod Point**' or the '**Company**') (the '**General Meeting**') and sets out resolutions to be voted on at the meeting. If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all your ordinary shares in the Company ('**Ordinary Shares**'), you should send this document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected, for onward transmission to the purchaser or transferee. If you sell or have sold only part of your holding of Ordinary Shares, you should retain this document and the accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was affected.

Notice of the General Meeting to be held at the offices of Freshfields LLP, 100 Bishopsgate, London, EC2P 2SR on Friday 18th July 2025 at 11.00 a.m. (or as soon thereafter as the shareholder meetings convened for the same place and date in relation to the scheme of arrangement in respect of the Company shall have concluded or been adjourned) is set out on page 4 of this document.

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Letter from the Chair



222 Gray's Inn Road
London WC1X
8HB

25th June 2025

Dear Shareholder,

In my letter to shareholders of 5th June 2025 accompanying the notice of the Company's Annual General Meeting, I commented that in order to give our auditors as much time as possible to finalise their work, and to allow sufficient time for the Company's shareholders to consider the results, we would need to convene an "accounts meeting" of shareholders (separate from our Annual General Meeting). At this "accounts meeting", the standard shareholder resolution (normally tabled at the Annual General Meeting) relating to receiving the audited financial statements would be tabled. The "accounts meeting" would also see the standard shareholder resolutions related to receiving the auditors' and directors' reports on the audited financial statements, approving the directors' remuneration report and policy and the appointment and remuneration of our auditors being tabled. With the conclusion of our auditors' work and the publication of the Company's annual accounts for the year ended 31st December 2024 on 13 June 2025, we can now convene the "accounts meeting" of the shareholders.

The formal notice of the General Meeting (the '**Notice**') is set out on page 4 of this document, detailing the resolutions that the shareholders are being asked to vote on, with explanatory notes of the business to be conducted at the General Meeting on page 7. Details of the arrangements for the General Meeting are set out on pages 5 and 6.

The Directors believe that the resolutions set out in the Notice (the '**Resolutions**') are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all the Resolutions. The Directors who own Ordinary Shares intend to vote in favour of the Resolutions.

If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the Resolutions.

The following is a brief summary of the business of the General Meeting:

- Resolution 1 relates to the receiving of the report and accounts for the year ended 31st December 2024.
- Resolution 2 is to approve the Annual Report on Remuneration, as set out on pages 113 to 126 of the Company's report and accounts for the year ended 31st December 2024.
- Resolutions 3 and 4 relate to the appointment of auditors and the authorisation of the Audit & Risk Committee to set their fees.
- Resolution 5 seeks approval for the Directors' Remuneration Policy, which is set out on pages 121 to 126 of the Company's report and accounts for the year ended 31st December 2024.

In line with best corporate governance practice, voting on the business of the meeting will be conducted on a poll. I would encourage shareholders to exercise their right to vote in the following ways:

- You can cast your votes by proxy by completing the enclosed PINK Form of Proxy and returning it to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK. Alternatively, you can vote online at www.shareview.co.uk by creating an online portfolio using the Shareholder Reference Number printed on your PINK Form of Proxy. Full details of how to vote using the PINK Form of Proxy or via the internet can be found in the notes to the Notice, on pages 5 and 6. Completion and return of the PINK Form of Proxy will not prevent shareholders from attending in person and voting at the meeting should they subsequently decide to do so.
- CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the General Meeting as detailed in the Notes 7 to 9 to the Notice, on pages 5 and 6.
- Users of the Proxymity platform may use that platform to submit their proxy appointment in respect of the General Meeting as detailed in the Note 10 to the Notice, on page 6.
- Please note that all Forms of Proxy and electronic proxy appointments must be received by 11.00 a.m. (BST) on Wednesday 16th July 2025 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting.

The results of voting on the Resolutions will be released by RNS and posted on the Company's website following the General Meeting. I look forward to seeing you at the General Meeting.

Yours faithfully

Andy Palmer
Non-Executive Chair

Pod Point Group Holdings plc
Registered Office: 222 Gray's Inn Road, London WC1X 8HB
Company Number: 12431376

Notice of the General Meeting

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Pod Point Group Holdings plc (the '**Company**') will be held at the offices of Freshfields LLP, 100 Bishopsgate, London, EC2P 2SR on Friday 18th July 2025 at 11.00 a.m. (or as soon thereafter as the shareholder meetings convened for the same place and date in relation to the scheme of arrangement in respect of the Company shall have concluded or been adjourned) to consider and, if thought appropriate, pass the following resolutions which will be proposed as ordinary resolutions.

Ordinary Resolutions

Reports and Accounts

1. THAT, the audited accounts of the Company for the financial year ended 31st December 2024, together with the Directors' Report, the Strategic Report and Auditors' Report thereon, be received.

Directors' Remuneration

2. THAT, the Annual Report on Remuneration set out on pages 113 to 126 of the Annual Report and Accounts for the financial year ended 31st December 2024 be received and approved.

Auditors

3. THAT, KPMG LLP be appointed as auditors of the Company (the '**Auditors**') to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before the Company.
4. THAT, the Audit & Risk Committee of the Company be authorised to agree the remuneration of the Auditors.

Directors' Remuneration Policy

5. THAT, the Directors' Remuneration Policy, set out in the Directors' Remuneration Report on pages 121 to 126 of the Annual Report and Accounts for the financial year ended 31st December 2024, be received and approved, such Directors' Remuneration Policy to take effect from the date of the General Meeting.

By order of the Board

Anita Guernari
Company Secretary

25th June 2025

Notes to the Notice of General Meeting

Proxies

1. A registered member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the General Meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A PINK Form of Proxy is enclosed with this Notice. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. A space has been included in the PINK Form of Proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the PINK Form of Proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU, UK on +44 (0) 371 384 2030. Lines open 8.30 a.m. to 5.30 p.m. (BST), Monday to Friday (excluding bank holidays).

For additional Forms of Proxy you may photocopy the PINK Form of Proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of Ordinary Shares in the Company in respect of which the proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

3. To appoint a proxy: either (a) the PINK Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited with the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, UK; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with notes 7 and 8 below; or (c) online proxies must be lodged in accordance with note 5 below; or (d) proxies submitted via the Proxymity service must be lodged in accordance with note 10 below; in each case so as to be received no later than 48 hours before the time of the holding of the General Meeting (excluding non-working days) or any adjournment thereof.

Please note that all Forms of Proxy and electronic proxy appointments must be received by 11.00 a.m. (BST) on Wednesday 16th July 2025, or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting. The form must be executed.

Nominated persons and corporate representatives

4. 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 member 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.

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares:

- (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- (b) in other cases, the power is treated as not exercised.

Online voting

5. The website address for online voting is www.shareview.co.uk. Shareholders will need to create an online portfolio using the Shareholder Reference Number as printed on the PINK Form of Proxy, and to agree to certain terms and conditions. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the onscreen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.

Total voting rights

6. Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. Each Ordinary Share confers one vote on a poll. The total number of issued Ordinary Shares in the Company on 20th June 2025, which is the last practicable date before the publication of this document, is 156,900,118. Therefore, the total number of votes exercisable as at 20th June 2025 is 156,900,118.
7. In order for a proxy appointment or instruction made by means of CREST 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) by the latest time(s) for receipt of proxy appointments specified in note 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 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.

Notes to the Notice of General Meeting continued

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 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, to procure that their CREST sponsor or voting service provider takes) 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.

Proxymity

10. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00 a.m. (BST) on Wednesday 16th July 2025 (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting) in order to be considered valid. 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.

Automatic poll voting

11. 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, which is also in line with best corporate governance practice. The results of the poll will be published on the Company's website and notified to the market once the votes have been counted and verified.

Publication of audit concerns

12. Under section 527 of the Companies Act 2006 members 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: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports 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 General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Participation in the meeting

13. The General Meeting will take place in-person at the offices of Freshfields LLP, 100 Bishopsgate, London, England, EC2P 2SR.

Questions

14. Any shareholder attending the meeting has the right to ask questions and shareholders are encouraged to submit questions relating to the business of the General Meeting in advance of the General Meeting by email to investor.relations@pod-point.com.
15. The Company is required to answer questions 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, or (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.

Information available on the website

16. 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://investors.pod-point.com>.

Electronic Addresses

17. Shareholders may not use any electronic address provided in either this Notice of Meeting or any related documents (including the PINK Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Explanatory Notes on Resolutions

Throughout these notes, all references to 'the Act' are to the Companies Act 2006 (as amended).

The resolutions are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Reports and Accounts (Resolution 1)

The first item of business is the receipt by shareholders of the audited accounts for the financial year ended 31st December 2024 together with the Directors' Report and the Auditors' Report (the 'Annual Report').

Directors' Remuneration Report (Resolution 2)

Resolution 2 seeks shareholder approval of the Annual Report on Remuneration for the year ended 31st December 2024, as set out on pages 113 to 126 of the Annual Report. The vote on this resolution is advisory in nature and Directors' remuneration is not conditional on the passing of this resolution.

Re-appointment of Auditors (Resolution 3)

The Company is required, at each general meeting at which accounts are presented, to appoint auditors to hold office until the conclusion of the next such meeting and KPMG LLP has advised its willingness to stand for re-appointment. The Audit and Risk Committee have evaluated the performance of KPMG LLP. The Board, on the recommendation of the Audit and Risk Committee, recommends the appointment of KPMG LLP as auditors to hold office until the conclusion of the next annual general meeting of the Company (the 'Auditors').

Remuneration of Auditors (Resolution 4)

This resolution seeks shareholder consent for the Audit & Risk Committee of the Company to set the remuneration of the Auditors.

Approval of the Directors' Remuneration Policy (Resolution 5)

The Directors' Remuneration Policy is contained in the Directors' Remuneration Report and can be found at pages 121 to 126 of the Annual Report. It sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors.

Under section 439A of the Act, there must be a binding shareholder vote on the Directors' Remuneration Policy at least once every three years (unless the Directors wish to change the policy within that three-year period). The vote on the Directors' Remuneration Policy is binding in nature in that the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a Director of the Company unless that payment is consistent with the approved Directors' Remuneration Policy, or has otherwise been approved by a resolution of members. Therefore, this resolution seeks shareholder approval of the Directors' Remuneration Policy which, if passed, will take effect at the conclusion of the General Meeting.

Once effective, all future payments to Directors, past and present, must normally comply with the terms of the policy, unless specifically approved by shareholders at a general meeting.

A remuneration policy will be put to shareholders again no later than the 2028 annual general meeting.

