



**Alfa Financial Software Holdings PLC  
Notice of the 2026 Annual General Meeting**

**to be held at:  
Moor Place, 1 Fore Street Avenue, London, EC2Y 9DT  
on Thursday, 30 April 2026 at 3:00pm (UK time)**

**This document is important and requires your immediate attention**

If you are in any doubt as to the action you should take, you are recommended to consult your stockbroker, solicitor, accountant or other professional independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## Letter from the Chairman

27 March 2026

### Dear Shareholder,

I am pleased to invite you to the 2026 Annual General Meeting ("AGM") of Alfa Financial Software Holdings PLC (the "Company"), which will be held at our registered office at Moor Place, 1 Fore Street Avenue, London, EC2Y 9DT on Thursday, 30 April 2026 at 3:00pm. Enclosed with this letter is our Annual Report and Accounts for the year ended 31 December 2025, the Notice of the Meeting and Form of Proxy.

The Notice of the AGM is set out on pages 3 to 4 together with explanatory notes on pages 5 to 8. The 2025 Annual Report and Accounts and the Notice of the AGM are also available on our website at [www.alfasystems.com/investors](http://www.alfasystems.com/investors).

### Business of the meeting

The formal Notice of AGM is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM. Resolutions 1 to 17 will be proposed as ordinary resolutions, and 18 to 21 will be proposed as special resolutions. Voting on the business of the meeting will be conducted by way of a poll. The results of voting on the resolutions will be posted on the Company's website as soon as practicable after the AGM.

### Questions

Shareholders are encouraged to submit questions relating to the business to be conducted at the AGM in advance of the meeting by emailing [Cosec@alfasystems.com](mailto:Cosec@alfasystems.com). Any questions you wish to submit in advance of the AGM must be received by 3:00pm on Tuesday 28 April 2026. The Board will either respond to you directly or answer the question during the AGM. The Company reserves the right at the AGM to consolidate questions of a similar nature.

### Action to be taken

The Board is looking forward to welcoming shareholders to the AGM, which you will be able to attend in person. We strongly encourage shareholders to vote ahead of the AGM by appointing a proxy to vote on the resolutions set out in the Notice of AGM. Shareholders can appoint a proxy in respect of any of the resolutions by any of the methods detailed on page 9 of the Notice of AGM. Those submitting a proxy are encouraged to consider appointing the Chair of the AGM, to ensure that your vote is counted.

It is important that you complete, sign and return a form of proxy ('Proxy Form') or vote electronically. Please note that all Proxy Forms and appointments must be received by 3:00pm on Tuesday, 28 April 2026.

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 to be proposed at the AGM.

### Recommendation

The Board considers that the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that shareholders vote in favour of each of the resolutions, as they intend to do in respect of their own shareholdings. Regarding the election and re-election of Directors, the Board is of the opinion, and I can confirm that, each Director continues to make an effective and valuable contribution and demonstrates commitment to their role. The Board is satisfied that each Non-Executive Director remains independent in character and judgement and that there are no relationships or circumstances likely to affect his or her character or judgement. The Board unanimously recommends the election and re-election of each of the Directors standing for re-election.

The results of the voting will be posted on the Company's website after the meeting and notified to the London Stock Exchange.

Yours faithfully,

**Andrew Page**

Executive Chairman

## Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Alfa Financial Software Holdings PLC (the 'Company') will be held at **Moor Place, One Fore Street Avenue, London, EC2Y 9DT** on Thursday, 30 April 2026 at 3.00pm (UK time) to consider and, if thought appropriate, pass the following resolutions of which Resolutions 1 to 17 will be proposed as ordinary resolutions and Resolutions 18 to 21 will be proposed as special resolutions. Further detail in respect of each of the Resolutions proposed can be found in the explanatory notes to this notice of meeting (the "Notice").

### Ordinary resolutions

#### Annual Report and Accounts

1. To receive financial statements, strategic report and the reports of the directors and auditors for the year ended 31 December 2025 (the "Annual Report and Accounts").

#### Directors' Remuneration Report

2. To approve the Directors' Remuneration Report, set out on pages 82 to 98 in the Annual Report and Accounts for the year ended 31 December 2025.

#### Final Dividend

3. To declare a final dividend for the year ended 31 December 2025 of 1.5 pence per ordinary share payable on 26 June 2026 to shareholders on the register at the close of business on 29 May 2026.

#### Directors

4. To elect Peter George as a Director.
5. To re-elect Steve Breach as a Director.
6. To re-elect Adrian Chamberlain as a Director.
7. To re-elect Charlotte de Metz as a Director.
8. To re-elect Reena Raichura as a Director.
9. To re-elect Chris Sullivan as a Director.
10. To re-elect Andrew Denton as a Director.
11. To re-elect Duncan Magrath as a Director.
12. To re-elect Andrew Page as a Director.
13. To re-elect Matthew White as a Director.

#### Auditors

14. To re-appoint RSM UK Audit LLP as auditor of the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company.
15. To authorise the Audit and Risk Committee, acting for and on behalf of the Board, to determine the remuneration of the auditor.

#### Political donations

16. That the Company, and all companies that are its subsidiaries, at any time during the period during which this resolution is in force, be and are hereby authorised, in aggregate, to:
  - a. make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;

- b. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- c. incur political expenditure not exceeding £50,000 in total, from the date of the passing of this resolution until the conclusion of the next AGM, or 30 July 2027, whichever is sooner. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes of this resolution the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Companies Act 2006.

#### Directors' authority to allot shares

17. To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:

- a. up to an aggregate nominal amount of £98,882.77; and
- b. comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £98,882.77 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 (but without prejudice to any allotment of shares or grant of rights pursuant to which an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) and to expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM or 30 July 2027, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends and the Directors may allot shares and grant rights in pursuant of that offer or agreement as if this authority had not expired.

For the purposes of this Resolution, "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) 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 issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases 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.

## Notice of the Annual General Meeting continued

### Special Resolutions

#### Disapplication of pre-emption rights

18. That if resolution 17 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to 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 allotments for rights issues and other pre-emptive issues; 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 of £14,832.42,

such authority to expire at the end of the next AGM of the Company or, if earlier on 30 July 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### Additional authority to disapply pre-emption rights

19. That if resolution 17 is passed, the Board be authorised in addition to any authority granted under Resolution 18 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 17 and/or to 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:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £14,832.42; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other 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,

such authority to expire at the end of the next AGM of the Company or, if earlier, on 30 July 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### Authority to purchase own ordinary shares

20. To unconditionally and generally authorise the Company for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each in the capital of the Company provided that:

- a. the maximum number of ordinary shares which may be purchased is 29,664,831;
- b. the minimum price which may be paid for each share is £0.001;
- c. the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and
- d. this authority shall expire at the conclusion of the Company's next AGM or, if earlier, on 30 July 2027 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time in each case exclusive of expenses and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired.

#### Notice of general meetings

21. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board

#### Charlotte Caulfield

Company Secretary, 27 March 2026

Alfa Financial Software Holdings PLC  
Registered in England & Wales No. 10713517  
Registered Office:  
Moor Place  
One Fore Street Avenue  
London  
EC2Y 9DT

## Explanatory Notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 17 are proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 18 to 21 are proposed as special resolutions. For each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Resolution 1: Annual Report and Accounts

The first resolution, the Directors present to the shareholders is to receive the financial statements, strategic report and the reports of the directors and auditors of the Company for the year ended 31 December 2025.

### Resolution 2: Directors' Remuneration Report

This resolution seeks shareholder approval of the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, for the year ended 31 December 2025 as set out on pages 82 to 98 of the Annual Report and Accounts. This resolution is subject to an 'advisory vote' by shareholders and the Directors' entitlement to remuneration is not conditional on it.

### Resolution 3: Final Dividend

This resolution seeks shareholder approval to pay a final dividend of 1.5 pence per ordinary share for the year ended 31 December 2025. The dividend, if approved, will be payable on 26 June 2026 to shareholders on the register at the close of business on 29 May 2026.

### Resolutions 4 to 13: Re-Election of Directors

Peter George is standing for election at this year's AGM following his appointment to the Board on 1 January 2026. In accordance with the UK Corporate Governance Code 2024 and the Company's Articles of Association, all other Directors are standing for re-election at the AGM this year.

For the purposes of the Listing Rules, CHP Software and Consulting Holdings Limited (which is controlled by Andrew Page and Andrew Denton) is a controlling shareholder of the Company. A controlling shareholder means any person who exercises, or controls on their own, or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company.

Resolutions 4 to 9 (inclusive) are proposed as ordinary resolutions and can be voted on by all shareholders of the Company. However, in addition to this, the votes cast by independent shareholders will be counted separately in order to assess whether the second tier of the test is satisfied.

In compliance with the Listing Rules relating to controlling shareholders, the election and re-election of our Independent Non-Executive Directors must be approved by a majority of both:

- a. the shareholders of the Company; and
- b. the independent shareholders of the Company (that is shareholders other than CHP Software and Consulting Holdings Limited).

In order to determine this, the Company will arrange for the number of votes cast by the independent shareholders to be counted separately, and will announce the results of the voting on both bases. If a majority vote is not achieved on both bases, the Company may under the Listing Rules put the matter to a second vote, this time a single vote of the shareholders as a whole at the meeting, to be held between 90 and 120 days after the AGM.

Pending the second vote, the relevant Director or Directors will be deemed to have been elected only for the period from the date of the AGM until the earlier of (a) the conclusion of any second vote, (b) 6.00pm on the date 120 days after the AGM and (c) the date of any announcement by the Board that it does not intend to hold a second vote. If the independent Director's re-election is approved by a majority vote of all shareholders at the second general meeting, the Director will then be re-elected until the next AGM.

The Listing Rules require companies with a controlling shareholder to make the following additional disclosures about each Independent Non-Executive Director's relationships, independence, effectiveness and appointments:

- **Relationships and Transactions:** The Company has received confirmation from each of the Independent Non-Executive Directors that there are no existing or previous relationships, transactions or arrangements between any of the Independent Non-Executive Directors and the Company, its Directors, the controlling shareholder or any associate of that shareholder.
- **Effectiveness:** The Board believes that each of the Independent Non-Executive Directors continues to demonstrate commitment to their role and makes an effective contribution, drawing on their own expertise and experience.
- **Independence:** Each year the Board performance evaluation will consider the independence of each member of the Board. The Board believes that each Independent Non-Executive Director remains independent in character and judgement, and that there are no relationships or circumstances that are likely to affect, or appear to affect, their judgement.
- **Selection of independent Directors:** As disclosed in the report of the Nomination Committee on pages 71 to 74 of the Annual Report, the Nomination Committee aims to ensure that the Board remains balanced, knowledgeable and diverse in order to meet the needs of the Company. The Nomination Committee will draw candidates from its internal and external network, taking into account, where appropriate, recommendations from shareholders and external recruitment consultants.

The Directors believe that the Board as a whole comprises an appropriate balance of knowledge, skills and experience and that each of the Directors standing for election or re-election continues to show the necessary commitment to be an effective member of the Board. Accordingly, resolutions 4 to 13 detail those Directors retiring and standing for re-election. Their biographies, including details of each Director's skills, competencies and experience standing for election and re-election, are set out below:

### Resolution 4: Peter George, Non-Executive Director Board contribution

- Extensive senior leadership experience across financial services, automotive, and engineering.
- Strong international track record in transformation, operations, and leading high-performing teams.

### Key strengths and experience:

Peter has held senior roles at Textron, Xchanging, and Accenture, where he served as UK and Ireland Managing Director, following earlier operational, design, and management roles in the motor industry. His career includes significant international experience across these sectors.

## Explanatory Notes to the Notice of Annual General Meeting continued

He is recognised for strong leadership and stakeholder engagement, and currently serves as Trustee Chair of both Accenture UK pension schemes, working closely with sponsors, regulators, and advisers. A consistent theme throughout his career is leading through people and empowering others to excel.

### Resolution 5: Steve Breach, Non-Executive Director

#### Board contribution

- Extensive experience in corporate finance
- Strong financial expertise

#### Key strengths and experience:

Steve is a member of the Institute of Chartered Accountants in England and Wales, having qualified with EY in 1993 where he focused on providing corporate finance advice to technology businesses in the UK and internationally. Steve has 17 years' experience as Chief Financial Officer of a number of businesses. Between 2010 and 2016, Steve was CFO of Tribal Group PLC, a leading international provider of student management software to the education market. Steve has subsequently pursued a portfolio career, acting as adviser to a number of privately owned companies.

### Resolution 6: Adrian Chamberlain, Non-Executive Director

#### Board contribution

- Extensive experience internationally in both the private and public sectors
- Exceptional experience in strategy formulation and execution, technology and Software as a Service

#### Key strengths and experience:

Adrian has previously held senior executive positions in a number of private and public hi-tech and telecommunications companies including Chief Executive Officer of Messagelabs and Achilles Ltd, a member of the Board of Cable & Wireless and Bovis Lend Lease and a member of the Operations Board at Symantec. He is the former executive chair of eConsult Ltd, a leading cloud based medical triage company and held the role of Senior Independent Director of Cambridge University Health Trust, one of the country's largest NHS Trusts. He holds an MA in History from Trinity College, Cambridge and an MBA from the London Business School.

Adrian is the Senior Independent Non-Executive Director of iomart Group PLC.

### Resolution 7: Charlotte de Metz, Non-Executive Director

#### Board contribution

- Strong track record in delivering innovative employee development, engagement, and retention practices
- Extensive experience in managing transformations in challenging, fast-paced environments

#### Key strengths and experience:

Charlotte is the Chief People Officer at Corsearch which focuses on trademark and brand and content protection solutions, after serving as Chief People Officer at Keyloop and Synamedia where she led a large scale global transformation. Prior to that, Charlotte was Global Head of Human Resources and more recently was Executive Vice President at Finastra, a global fintech where she was responsible for executive talent, corporate social responsibility, culture and values, and diversity and inclusion.

Prior to joining Finastra in 2012 as Global Head of Human Resources, Charlotte spent over 11 years at Ventyx, a global provider of software solutions for energy, utility and other asset-intensive businesses. During her tenure at Ventyx she held various HR roles, latterly as Human Resource Manager for the Rest of World.

### Resolution 8: Reena Raichura, Non-Executive Director

#### Board contribution

- Extensive international experience in financial services technology and product management
- Established reputation for driving business value through technological innovation and collaboration

#### Key strengths and experience:

Reena is the Chief Product Officer at Trading Technologies, a global capital markets technology platform. She has over 20 years' international experience in financial services technology and product management. She was the founder of Finergise, a boutique fintech advisory and consulting firm and serves as a strategic advisor to fintech companies of all sizes. Prior to this, Reena was Director, Head of Product Solutions, at fintech startup interop.io and has held senior product and technology roles at leading financial services companies, including J.P. Morgan and Fidessa.

### Resolution 9: Chris Sullivan, Non-Executive Director

#### Board contribution

- Extensive experience of corporate, investment and retail banking and asset financing
- A wealth of general management and listed company experience

#### Key strengths and experience:

Chris was Chief Executive of the Corporate & Investment Bank at Santander UK during the years 2015 to 2018, and prior to this held various CEO roles during a 40 year career at The Royal Bank of Scotland and NatWest.

His 11 years on the Group Executive Committee included leading Corporate Banking, Retail Banking, Direct Line and Retail Direct and culminated in his appointment to the post of Deputy Group Chief Executive in March 2014. A recipient of the Leasing Life European Lifetime Achievement Award, Chris brings expertise in the asset finance industry, having spent nearly 30 years with the Lombard Group in a number of directorate roles including as CEO.

### Resolution 10: Andrew Denton, Chief Executive Officer

#### Board contribution

- Considerable senior management experience
- Significant experience in the asset finance industry

#### Key strengths and experience:

Andrew Denton has been CEO of Alfa since September 2016, having held roles as Sales and Marketing Director and Chief Operating Officer since he joined the company in 1995.

Andrew is a Director and joint founder of the Leasing Foundation, supporting the leasing and auto and equipment finance industry through charitable activities, research and development. He is an Advisor to The Women's Association, and is a member of the Board of Trustees for Professors Without Borders, bringing top-level educators and global experts to the doorsteps of students worldwide.

### **Resolution 11: Duncan Magrath, Chief Financial Officer**

#### **Board contribution**

- Extensive experience in senior financial positions both in the UK and internationally
- Deep understanding of investor relations and financial strategy

#### **Key strengths and experience:**

Duncan started his career at Price Waterhouse, and qualified as a Chartered Accountant in 1989. He joined Ocean Group in 1992 and spent 13 years in the UK and US in various finance roles as the group transformed into Exel Logistics. He joined Balfour Beatty, the infrastructure company, in 2006 and was Group CFO from 2008 to 2015. In 2016 he joined Rubix, an Industrial Parts Distributor, as Group CFO and was in that role through to 2019.

### **Resolution 12: Andrew Page, Executive Chairman**

#### **Board contribution**

- Considerable senior management experience
- Fundamental understanding of the asset finance industry

#### **Key strengths and experience:**

Andrew is one of the founding Directors of Alfa. Andrew became the Chief Executive Officer in 2010 and the Executive Chairman in September 2016. Andrew provides commercial oversight and with the Board sets the strategic direction and goals of the Company.

### **Resolution 13: Matthew White, Chief Operating Officer**

#### **Board contribution**

- Considerable management experience
- Extensive experience with software development and all aspects of systems implementation and delivery

#### **Key strengths and experience:**

Matthew joined Alfa as a graduate in 1999, starting in a software development role. In his 25-year career delivering software for the asset finance industry, Matthew has direct experience of everything involved in systems implementation, from configuration and testing support to project management for a number of UK and European projects. From 2010 to 2016, Matthew's role grew to include responsibility for most of the operations of the Company, before he led Alfa's IPO in 2017. As Chief Operating Officer, a role which he assumed in February 2019, Matthew is accountable for the global operations of the business, including Alfa's people function, technology platform and project delivery.

### **Resolution 14: Appointment of Auditors**

The auditors of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 14 proposes, on the recommendation of the Audit and Risk Committee, the re-appointment of RSM UK Audit LLP as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

### **Resolution 15: Remuneration of Auditors**

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

### **Resolution 16: Political donations**

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £50,000 in any twelve month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. There are further restrictions on companies incurring political expenditure (as defined in the Companies Act 2006) without first obtaining shareholders' consent. The Company has not made any and does not envisage making any political donations; however, this resolution is proposed for approval as a precaution in order to avoid inadvertent breach of the legislation as a result of the wide meanings given to the terms "political donations" and "political expenditure". This resolution, if passed, will authorise the Directors until the AGM in 2027 to make donations and incur expenditure which might otherwise be caught by the terms of the Act, up to an aggregate amount of £50,000 for the Company and for subsidiary companies.

### **Resolution 17: Directors' authority to allot**

Under the Companies Act 2006, the directors of a company may only allot new shares (or grant rights over shares) if authorised to do so by the shareholders in a general meeting. The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 27 March 2026, being the latest practicable date prior to publication of this Notice, is equivalent to an aggregate nominal value of £98,882.77.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £98,882.77, which is equivalent to approximately one third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 27 March 2026, being the latest practicable date prior to the publication of this Notice. As at 27 March 2026 the Company held 3,351,689 shares in treasury.

In total, the resolution will allow the Directors to allot a maximum aggregate of two-thirds of the issued share capital of the Company and is considered routine by the Investment Association.

The Directors have no present intention to allot shares or grant rights to subscribe for or convert any security into shares pursuant to this authority. However, the Directors consider it desirable to have the flexibility to respond to market developments and to enable allotments to take place in appropriate circumstances.

If the resolution is passed the authority will expire on the earlier of 30 July 2027 or the end of the Annual General Meeting in 2027.

### **Resolutions 18 and 19: Disapplication of pre-emption rights**

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis.

## Explanatory Notes to the Notice of Annual General Meeting continued

Resolution 18 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by resolution 17, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £14,832.42, being approximately 5% of the total issued ordinary share capital of the Company as at 27 March 2026, being the latest practicable date prior to the publication of this Notice.

The Pre-Emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets, the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, resolution 19 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by resolution 17, or sell treasury shares, for cash up to a further nominal amount of £14,832.42, being approximately 5% of the total issued ordinary share capital of the Company as at 27 March 2026, being the latest practicable date prior to the publication of this Notice, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. If the authority given in resolution 19 is used, the Company will publish details of the placing in its next Annual Report and Accounts.

Resolutions 18 and 19 have been separated in accordance with the guidance issued by the Pre-Emption Group. If the Company makes a non-pre-emptive issue of ordinary shares for cash using the power conferred by resolution 18 or 19 above, the Board confirms that the Company will comply with the shareholder protections contained in Part 2B of the Pre-Emption Group's Statements of Principles regarding how such an issue should be carried out. Among other things, the Board will give due consideration to the possibility of giving retail investors and other existing investors who are not allocated shares an opportunity to subscribe for ordinary shares at a similar price.

If these resolutions are passed, the authorities will expire at the end of the next AGM or 30 July 2027, whichever is the earlier.

The Board considers the authorities in resolutions 18 and 19 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

### Resolution 20: Purchase of own shares

This resolution, seeks to renew the existing authority granted to the Company to purchase its own ordinary shares, up to a maximum of 29,664,831 ordinary shares, until the Annual General Meeting in 2027 or 30 July 2027, whichever is the earlier. This represents 10% of the ordinary shares in issue (excluding shares held in treasury) as at 27 March 2026, being the latest practicable date prior to the publication of this Notice. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, the upper limit being the price stipulated in Commission Delegated Regulation (EU) 2016/1052 as referred to in Article 5(6) of the EU Market Abuse Regulation, and the Listing Rules.

Pursuant to the Companies Act 2006, the Company can hold any shares which are repurchased as treasury shares and either re-sell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future and will provide the company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently re-sold or transferred out of treasury).

The Directors consider it desirable and in the Company's interests for shareholders to grant this authority.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or interim results as dictated by the Listing Rules or Market Abuse Regulation or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the Listing Rules and the Market Abuse Regulation, at any other time when the Directors would be prohibited from dealing in shares.

As at 27 March 2026, being the latest practicable date prior to publication of this Notice, there were no outstanding warrants or options to subscribe for ordinary shares in the Company. As at 27 March 2026 the Company held 3,351,689 shares in treasury.

### Resolution 21: Notice of general meetings

Under the Companies Act 2006, as amended, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings that are not annual general meetings, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 'clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held, and is thought to be to the advantage of shareholders as a whole. Shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

## Further information about the AGM

### Attendance at the AGM

1. The arrangements for attendance and voting at this year's AGM and for asking questions on the business of the AGM are explained in the Chairman's Letter.
2. Any changes to the AGM arrangements will be communicated to shareholders before the AGM through our website [www.alfasystems.com/investors/shareholder-information](http://www.alfasystems.com/investors/shareholder-information) and, where appropriate, by regulatory announcement.
3. Shareholders are strongly encouraged to submit a proxy vote in advance of the meeting. You may register your vote online or register the appointment of a proxy for this AGM by creating an online portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and following the on-screen instructions. You will need your Shareholder Reference Number shown on your form of proxy. CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the AGM as detailed in the Notes to the Notice.
4. Details on how to submit your proxy vote by post, online or through CREST are set out below.
5. You can put a question to the Board relating to the business to be conducted at the AGM by emailing [Cosec@alfasystems.com](mailto:Cosec@alfasystems.com) in advance. Any questions you wish to submit in advance of the AGM must be received by 3:00pm on Tuesday 28 April 2026. The Board will either respond to you directly or answer the question during the AGM. In the usual way, the Company reserves the right at the AGM to consolidate questions of a similar nature.

### Entitlement to vote

6. Only those shareholders registered in the Company's register of members as at 6:30pm on Tuesday 28 April 2026, or, if this meeting is adjourned, at 6:30pm on the day which is two business days' prior to the adjourned meeting, shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Website giving information regarding the meeting

7. A copy of this Notice and other information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [alfasystems.com/investors](http://alfasystems.com/investors). Shareholders may not use any electronic address provided in either this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

### Appointment of proxies

8. A shareholder 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 AGM, subject to any restrictions the Company may have in place. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
9. A Proxy Form is enclosed with this Notice. In the case of joint holders, any one holder may vote, 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 Proxy Form to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Proxy Form 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  
 FREEPOST RTHJ-CLLL-KBKU  
 Aspect House Spencer Road Lancing  
 West Sussex BN99 8LU  
 Website: [www.shareview.co.uk](http://www.shareview.co.uk)  
 Tel: +44 (0)371 384 2030

Lines open 8:30am to 5:30pm, Monday to Friday (excluding public holidays in England and Wales).

For additional Proxy Forms you may photocopy the Proxy Forms 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 Proxy Forms should be returned together in the same envelope.

10. To appoint a proxy: either
  - the Proxy Forms, 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  
 FREEPOST RTHJ-CLLL-KBKU  
 Aspect House Spencer Road Lancing  
 West Sussex BN99 8LU; or
  - the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with the CREST proxy instructions below; or
  - online proxies must be lodged in accordance with the CREST proxy instructions below in each case so as to be received no later than 48 hours (excluding non-working days) before the time of the holding of the AGM or any adjournment thereof.

Please note that all proxy forms and appointments, whether postal or electronic, must be received by Tuesday, 3:00pm (UK time) on 28 April 2026.

## Further information about the AGM continued

### Corporate representatives

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

### Nominated persons

12. 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.

### Online voting

13. You may register your vote online or register the appointment of a proxy for this AGM by creating an online portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and following the on-screen instructions. You will need your Shareholder Reference Number shown on your form of proxy.

### Total voting rights

14. 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 voting rights in the Company on 27 March 2026, which is the latest practicable date before the publication of this document, is 296,648,311. Therefore, the total number of votes exercisable as at 28 March 2026 is 296,648,311.

### CREST proxy instructions

15. 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 of the meeting) by following the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
16. 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 10 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.

17. 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.
18. 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.
19. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 3:00pm on 28 April 2026 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

20. 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. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

### Publication of audit concerns

21. 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:
  - the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
  - 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 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.

**Right to ask questions**

22. Any shareholder has the right to ask questions. We strongly encourage shareholders to submit any questions in advance of the meeting to [Cosec@alfasystems.com](mailto:Cosec@alfasystems.com). The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or
- the answer has already been given on a website in the form of an answer to a question, or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Guests will not be permitted to ask questions.

**Documents on display**

23. Copies of the Executive Directors' employment service contracts, and Letters of Appointment between the Company and its Non-Executive Directors are available by request from the Company Secretary and at the registered office of the Company during usual business hours. Such documents will also be made available at the meeting for a period of 15 minutes prior to and during the continuance of the meeting.

