



JAMES FISHER AND SONS PLC

(Incorporated in England and Wales under number 211475)

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about its contents or as to the action you are recommended to seek your own advice from a stockbroker, bank manager, solicitor or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in James Fisher & Sons plc, please pass this document and any accompanying documents as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

LETTER FROM THE CHAIR

8 April 2026

Dear Shareholder,

I am pleased to invite you to the AGM of James Fisher and Sons plc (the 'Company') to be held at the Abbey House Hotel & Gardens, Abbey Road, Barrow-in-Furness, LA13 0PA on Wednesday, 13 May 2026 at 11:00am.

Refreshments will be available before and after the meeting.

Voting arrangements

We look forward to welcoming shareholders attending the AGM in person. We would encourage anyone who is unable to attend the AGM in person to vote by proxy before the meeting. Details of how to submit your votes in advance are set out below:

- you can register your proxy vote electronically by logging on to our Registrar's website, <https://uk.investorcentre.mpms.mufg.com>, or by using the service offered by Euroclear UK & International Limited (for members of CREST); or
- if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform; or
- upon request, the Registrar can provide you with a hard copy of a proxy form.

Further details are set out in the Additional Information section on pages 7 to 9. Your vote is important. You are strongly encouraged to vote on all resolutions in advance of the AGM by appointing a proxy, which can be the Chair of the Meeting. In order to be valid, a proxy appointment must be received by 11.00am on Monday, 11 May 2026. Further details on how shareholders can appoint a proxy are set out in this document.

Asking questions

We look forward to answering your questions at the AGM. Any shareholder who is unable to join us on the day but wishes to raise a question in connection with the business of the AGM can do so by sending an email to secretariat@james-fisher.co.uk such that it is received no later than 5:00pm on Wednesday, 6 May 2026. We will consider all questions received and, if appropriate and relating to the business of the AGM, give an answer at the AGM or provide a written response.

Business of the meeting

The formal notice of AGM is set out on pages 3 and 4, which sets out the business to be considered at the AGM. Explanatory notes on the resolutions are included on pages 5 and 6.

There are two items I would highlight for shareholders attention:

- As explained in the 2025 Annual Report, the Audit and Risk Committee conducted an audit tender during the year and, as a result, the Board is recommending the appointment of Deloitte LLP as the Company's external auditors at the AGM. As required by legislation, KPMG LLP have provided the Company with a 'statement of circumstances' connected with its resignation, which is incorporated on page 14. Further information is set out in the explanatory notes.
- We are seeking approval to renew our Long Term Incentive Plan, as the current rules expire in April 2026. Further information is set out on pages 12 and 13.

Details of the Company's performance and strategy are set out in the 2025 Annual Report, which is available on our website at www.james-fisher.com.

Any changes to the AGM arrangements will be published on our website and announced through the London Stock Exchange. I would ask that shareholders continue to monitor the website for any announcements and updates.

Recommendation

The Board believes that all the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and therefore are likely to promote the success of the Company. The Directors unanimously recommend shareholders to vote in favour of the resolutions, and will be voting in favour of the resolutions in respect of their own shareholdings.

Yours faithfully

Angus Cockburn
Chairman

Key dates

Electronic voting open	8 April 2026
Deadline for questions submitted in advance	6 May 2026 at 5:00pm
Deadline for votes to be submitted by proxy	11 May 2026 at 11:00am
AGM	13 May 2026 at 11:00am

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of James Fisher and Sons plc will be held at the Abbey House Hotel & Gardens, Abbey Road, Barrow-in-Furness, LA13 0PA on Wednesday, 13 May 2026 at 11:00am to consider and, if thought fit, to pass Resolutions 1 to 14 (inclusive) as ordinary resolutions and Resolutions 15 to 18 (inclusive) as special resolutions.

Ordinary Resolutions

1. To receive the Company's financial statements and the reports of the Directors and of the auditors for the financial year ended 31 December 2025.
2. To approve the Directors' Remuneration Report for the financial year ended 31 December 2025, as set out on pages 94 to 109 of the Company's annual report and accounts for the financial year ended 31 December 2025.
3. To re-elect Angus Cockburn as a Director.
4. To re-elect Jean Vernet as a Director.
5. To re-elect Karen Hayzen-Smith as a Director.
6. To re-elect Justin Atkinson as a Director.
7. To re-elect Inken Braunschmidt as a Director.
8. To re-elect Claire Hawkings as a Director.
9. To re-elect Kash Pandya as a Director.
10. To re-elect Shian Jastram as a Director.
11. To appoint Deloitte LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts and the reports of the Directors and the auditors are laid.
12. To authorise the Audit and Risk Committee to determine the auditor's remuneration.
13. That the rules of the James Fisher and Sons Long Term Incentive Plan (the 'LTIP'), a summary of the main provisions of which is set out on pages 12 and 13 of this Notice, be approved and the Board be authorised to:
 - a) do all such acts and things necessary to establish and give effect to the LTIP; and
 - b) establish schedules to, or further incentive plans based on, the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under any such schedules or further plans are treated as counting against any limits on individual and overall participation in the LTIP.
14. That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, and convert any security into, shares in the Company up to an aggregate nominal amount of £4,218,458 (representing approximately one-third of the ordinary issued share capital of the Company as at 2 April 2026) provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2027, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors shall be entitled to allot shares and

grant rights pursuant to any such offer or agreement as if this authority had not expired.

Special Resolutions

15. That, subject to the passing of Resolution 14, the Directors be and are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 14 and by way of a sale of treasury shares, in either case as if section 561(1) of the Act did not apply to such allotment or sale provided that this power shall be limited to:
 - a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders and other persons are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - b) the allotment to any person or persons of equity securities or sale of treasury shares (otherwise than pursuant to subparagraph (a) above) to an aggregate nominal amount of £632,768 (representing approximately 5% of the ordinary issued share capital of the Company as at 2 April 2026), and shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2027, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.
16. That, subject to the passing of Resolution 14, and in addition to the power conferred by Resolution 15, the Directors be and are hereby authorised pursuant to section 570 and section 573 of the Companies Act (the Act) to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 14 and by way of a sale of treasury shares, in either case as if section 561 of the Act 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 £632,768 (representing approximately 5% of the ordinary issued share capital of the Company as at 2 April 2026); and
 - b) used only for the purpose 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 an acquisition or other specified capital investment of a kind contemplated by the definition set out in the Appendix to the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice,

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

and shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2027, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

17. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 25p each in the capital of the Company on such terms and in such manner as the Director's may from time to time determine, provided that:
- a) the maximum number of ordinary shares hereby authorised to be acquired is 2,531,074 (representing approximately 5% of the issued ordinary share capital as at 2 April 2026);
 - b) the minimum price (excluding expenses) which may be paid for any such ordinary share is £0.25;
 - c) the maximum price (excluding expenses) which may be paid for any such ordinary share is the higher of
 - (i) an amount equal to 105% of the average middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased, and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 17 will be carried out;
 - d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2027 unless previously renewed, varied or revoked by the Company in general meeting; and
 - e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

18. That any general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Ben Matthews

Company Secretary

8 April 2026

James Fisher and Sons plc

(registered in England with company number 211475)

Registered office: Fisher House, Michaelson Road, Barrow-in-Furness, Cumbria, LA14 1HR, United Kingdom

EXPLANATORY NOTES

Ordinary resolutions

Resolution 1 – Annual Report and Accounts for the year ended 31 December 2025

The Directors are required to present to the meeting the Company's audited financial statements and the reports of the Directors and of the auditors for the year ended 31 December 2025 ('2025 Annual Report'). The 2025 Annual Report was published and made available to shareholders on 8 April 2026 and can be found on the corporate website at: <https://www.james-fisher.com/investors/results-centre/>.

Resolution 2 – Directors' Remuneration Report

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report for the financial year ended 31 December 2025, as set out on pages 94 to 109 of the 2025 Annual Report.

The Directors' Remuneration Report comprises an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee. The Company is required to seek shareholders' approval in respect of the contents of this report on an annual basis. The Company's auditor, KPMG LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited.

Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director.

At the annual general meeting held in 2024, the Directors' Remuneration Policy was approved by shareholders and is not therefore required to be approved at this year's AGM and will be put to shareholders again no later than the Company's annual general meeting in 2027.

Resolutions 3 to 10 – Re-election of Directors

The Directors believe that the Board continues to maintain an appropriate combination of skills, experience and knowledge and that all the Non-Executive Directors are independent in character and judgement. This follows a process of formal performance review which confirms that each Director makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required).

In accordance with the 2024 UK Corporate Governance Code and the Company's Articles of Association, all Directors will stand for re-election at the AGM this year. Biographies of each Director are set out on pages 10 and 11. It is the Board's view that these biographies illustrate why the contribution of each Director is and continues to be important to the Company's long-term sustainable success.

Resolutions 11 and 12 – Appointment of the auditors and auditors' remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. As set out on pages 89 to 93 of the 2025 Annual Report, a competitive tender for external audit services was undertaken during 2025, and the Audit and Risk Committee made a recommendation to the Board that Deloitte LLP ('Deloitte') be appointed as auditors of the Company. On the Audit and Risk Committee's recommendation the Board is proposing to shareholders the appointment of Deloitte as the Company's new auditor for the financial year ending 31 December 2026. Resolution 11 proposes Deloitte's appointment as auditor to hold office until the next annual general meeting at which the Company's accounts are laid before shareholders.

KPMG LLP ('KPMG') will therefore cease to hold office as the Company's auditor with effect from the AGM. In accordance with the requirements of the Companies Act 2006 (the 'Act'), KPMG has provided the Company with a statement of reasons for ceasing to hold office as the Company's auditor. A copy of that statement is set out on page 14.

Resolution 12 authorises the Audit and Risk Committee to determine the auditor's remuneration on behalf of the Board.

Resolution 13 – Approval of the James Fisher and Sons Long Term Incentive Plan

Resolution 13 seeks shareholder approval for the James Fisher and Sons Long Term Incentive Plan (the 'LTIP'), replacing the Company's existing long term incentive plan which expires on 29 April 2026. It is currently intended that the LTIP will be operated in a similar manner to the expiring long term incentive plan (including for executive directors and in accordance with the prevailing remuneration policy). However the opportunity has been taken to make updates in line with latest investor guidance, to increase flexibility and assist with the administration of the LTIP, as well as reflect market practice.

The LTIP will be used to make discretionary awards to certain employees (including executive directors) of the Company's group. The LTIP will be used for awards made after the date of the AGM.

The main provisions of the LTIP are summarised on pages 12 to 13. Resolution 13 also gives the Board the authority to establish schedules to the LTIP, or separate plans, that are commercially similar, for the purposes of granting awards to employees and executive directors who are based outside the UK. Any awards made under such schedules or separate plans will count towards any limits on individual and overall participation in the LTIP.

Resolution 14 – Authority to allot shares

Resolution 14 deals with the Directors' authority to allot shares. At the last annual general meeting of the Company held on 13 May 2025, the Directors were given authority to allot shares in the capital of the Company up to a maximum nominal amount of £4,157,840 representing approximately one third of the Company's then issued ordinary share capital. This authority expires at the end of this year's AGM.

Resolution 14 will, if passed, renew this authority to allot. The Investment Association (IA) guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive offer.

In light of these guidelines, the Board considers it appropriate that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £4,218,458 representing approximately one-third of the Company's issued ordinary share capital as at 2 April 2026 (the latest practicable date prior to publication of this document).

The authority will last until the end of the next annual general meeting of the Company or, if earlier, on 30 June 2027.

The Directors have no present intention of allotting new ordinary shares (except under employee share schemes). However, the Directors consider it appropriate to maintain the flexibility that this authority provides.

As at the date of this letter the Company does not hold any shares in the capital of the Company in treasury.

EXPLANATORY NOTES CONTINUED

Special resolutions

Resolutions 15 and 16 – Disapplication of pre-emption rights

Resolutions 15 and 16 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 14 for cash without complying with the pre-emption rights in the Act in certain circumstances.

This disapplication authority is within institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the Pre-Emption Principles). The Pre-Emption Principles issued in November 2022 allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should have the flexibility conferred by Resolutions 15 and 16 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise. However, the Board does not consider it necessary to seek the maximum authorities permitted by the Pre-Emption Principles and instead to seek the authorities described below.

Resolution 15 will permit the Directors to allot, pursuant to the authority to allot sought in Resolution 14, equity securities for cash and sell treasury shares:

- a) on an offer to existing shareholders subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit; or
- b) up to a maximum nominal value of £632,768, representing approximately 5% of the issued ordinary share capital of the Company as at 2 April 2026 (the latest practicable date prior to publication of this document) otherwise than in connection with an offer to existing shareholders.

Resolution 16 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £632,768, representing approximately a further 5% of the issued ordinary share capital of the Company as at 2 April 2026 (the latest practicable date prior to publication of this document), otherwise than in connection with an offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

The Board confirms that it intends to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles.

As noted in relation to Resolution 14, the Directors have no current intention of issuing ordinary shares (except under employee share schemes).

The authority contained in Resolutions 15 and 16 will expire upon the expiry of the authority to allot shares conferred in Resolution 14 (that is at the end of the next annual general meeting of the Company or, if earlier, on 30 June 2027).

Resolution 17 – Authority to purchase own shares

This special resolution gives the Company authority to purchase in the market up to 2,531,074 of its ordinary shares of 25p each (representing approximately 5% of the Company's total issued ordinary share capital as at 2 April 2026, being the latest practicable date prior to publication of this document). The minimum and maximum prices at which such shares can be purchased is as stated in the Resolution. The authority will expire at the conclusion of the next annual general meeting, or on 30 June 2027, whichever is earlier, and replaces a similar authority granted at last year's annual general meeting which expires at the conclusion of the forthcoming AGM.

If any ordinary shares purchased pursuant to this authority are not held by the Company as treasury shares, then such shares would be immediately cancelled in which event the number of ordinary shares in issue would be reduced. As at 2 April 2026, being the latest practicable date before publication of this Notice, there were options over ordinary shares in the capital of the Company representing 9.48% of the Company's total issued ordinary share capital. If the existing authority to purchase the Company's ordinary shares granted at the Company's last annual general meeting and the proposed authority now being sought were to be exercised in full and those shares were subsequently cancelled, these options would represent 10.53% of the Company's total issued ordinary share capital.

The Directors have no present intention to exercise this authority and in reaching their decision to purchase ordinary shares will take into account, amongst other things, the Company's cash resources and capital requirements, the effect of any purchase on earnings per share and whether it is in the best interests of shareholders generally.

The Directors intend to seek renewal of this authority at each annual general meeting of the Company.

Resolution 18 – Notice of general meetings

Resolution 18 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice.

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for annual general meetings) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 18 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than annual general meetings. The approval will be effective until the end of the next annual general meeting of the Company, when it is intended that the approval be renewed.

The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and whether it is thought to be to the advantage of shareholders as a whole.

ADDITIONAL INFORMATION

Eligibility to attend and vote at the AGM

1. Only persons entered on the register of members of the Company at 6:30pm on 11 May 2026 (or, if the meeting is adjourned, at close of business on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
2. It is proposed that all votes on Resolutions 1 to 18 at the AGM will be taken by way of a poll. On a vote by poll, every shareholder has one vote for every share held.

How to vote

3. You may vote in one of the following ways:
 - In person at the AGM.
 - Register your vote online through our Registrar's Investor Centre – <https://uk.investorcentre.mpms.mufg.com/>. You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Markets.
 - Alternatively shareholders can vote electronically via the Investor Centre app, a free app for smartphone and tablet provided by the Registrar. It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. You can also access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



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- CREST members may use the CREST electronic proxy appointment service as detailed in note 6 below.
- If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

- Using a hard copy of a proxy form – details on how to request this from our Registrar are set out below. The proxy form invites you to vote in one of three ways for each of the resolutions: 'for', 'against' or 'vote withheld'. The 'vote withheld' option enables you to abstain on any particular resolution, but it is not a vote in law, therefore it will not be counted in the calculation of the proportion of votes for and against a resolution.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or calling +44 (0) 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Phone lines are open between 9:00am - 5:30pm, Monday to Friday excluding public holidays in England and Wales.

In order to be valid, all proxy appointments, whether electronic or hard copy, must be received by the Company's Registrar no later than 11:00am on 11 May 2026 (or, in the event that the meeting is adjourned, no later than 48 hours (excluding any part of a day that is a non-working day) before the time of any adjourned meeting).

Appointment of proxies

4. Any member entitled to vote at the meeting may appoint one or more proxies to attend, speak and vote on their behalf. A proxy need not be a member of the Company but must vote as you instruct and attend the meeting in order to represent a member.

A proxy could be the Chair of the meeting or another person who has agreed to attend and represent a member. If you wish for your proxy to speak on your behalf, you will need to appoint someone other than the Chair as your proxy.

A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them. Completion of the proxy form will not preclude a member from attending and voting in person. The deadline for receipt of proxy appointments also applies in relation to amended instructions, and any attempt to amend a proxy appointment after the relevant deadline may be disregarded.

Where two or more valid proxy appointments are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. You must inform the Company's Registrar in writing of any termination of the authority of a proxy.

5. The right to appoint a proxy cannot be exercised by persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (Nominated Person): they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between them and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated Persons should contact the registered member by whom they were nominated in respect of these arrangements.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST

ADDITIONAL INFORMATION CONTINUED

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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) 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 number – RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

7. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Corporate representatives

8. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

Questions

9. Members satisfying the thresholds in section 527 of the Companies Act 2006 (the Act) can require the Company to publish a statement on its website setting out (i) any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting, or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which the Company's accounts and reports were laid in accordance with section 437 of the Act, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it is made available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
10. The Company must cause to be answered any question relating to the business being dealt with at the meeting which is put by a member attending the meeting, except where: (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. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.

Additional information

11. Copies of the Executive Directors' service contracts and the letters of appointment of the Non-Executive Directors will be available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) until the close of the AGM and will be at the place of the AGM from 10:30am on the date of the meeting until the close of the meeting. A copy of the James Fisher and Sons Long Term Incentive Plan rules will be available at the place of the AGM from 10:30am on the date of the meeting until the close of the meeting and be available for inspection via the National Storage Mechanism at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
12. A copy of this Notice, and other information required by section 311A of the Act, can be found at www.james-fisher.com. A member may not use any electronic address provided by the Company in this document or any related documents (including the proxy form) for communication with the Company for any purpose other than as expressly stated in it.
13. As at 2 April 2026 (being the latest practicable date before the publication of this Notice), the Company's issued share capital consists of 50,621,497 ordinary shares of 25 pence each, carrying one vote each, and 100,000 preference shares of £1.00 each carrying one vote each. Therefore, the total voting rights in the Company are 50,721,497. There are no shares held in treasury.
14. As soon as practicable following the AGM, the results of the voting at the meeting and the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a Regulatory Information Service and also placed on the Company's website at www.james-fisher.com.
15. Any member who has not elected to receive a printed copy of the 2025 Annual Report may obtain copies by writing to the Company Secretary, Fisher House, Michaelson Road, Barrow-in-Furness, Cumbria, LA14 1HR. Members who wish to receive the printed Annual Report in future years should write to the Company's Registrars at FREEPOST SAS.

Data processing

16. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to:
 - (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference/identification number; and
 - (2) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the data may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.

ADDITIONAL INFORMATION CONTINUED

Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.

The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.

The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations.

BOARD OF DIRECTORS' BIOGRAPHIES

ANGUS COCKBURN

Non-Executive Chairman and Chair of the Nominations Committee +

Appointment: May 2021

Skills relevant to James Fisher:

- Significant executive and non-executive listed company experience and business leadership experience
- Proven track record of leading, growing and transforming global businesses

Career and experience: Angus was formerly Chief Financial Officer at Serco Group plc and Aggreko plc. He has previously held roles such as Managing Director of Pringle of Scotland, and senior finance positions at PepsiCo Inc. He was previously a Non-Executive Director of several listed companies including Howdens Joinery Group plc, STS Global Income and Growth Trust plc and GKN plc. He is a chartered accountant with an MBA from the IMD Business School in Switzerland, an Honorary Professor at the University of Edinburgh and a member of the Institute of Chartered Accountants of Scotland.

External appointments: Senior Independent Non-Executive Director and Chair of the Audit Committee of Ashtead Group plc; Non-Executive Director of BAE Systems plc; Chair of the privately-owned Edrington Group Limited

JEAN VERNET

Chief Executive Officer

Appointment: September 2022

Skills relevant to James Fisher:

- Established executive leader with experience in business transformation and finance
- Deep understanding of business and markets within which the Group operates

Career and experience: Jean has considerable experience working in the energy and technology sectors in both the UK and around the world. Prior to joining James Fisher, he was Chief Executive Officer of Smiths Group's largest division, John Crane, where he drove a highly effective growth strategy in a business that operates in over 50 countries. He has an engineering degree and spent over a decade in various financial and market-facing roles with energy services business, Schlumberger. He was Chief Financial Officer of Expro, where he played a key role in its successful turnaround.

External appointments: None

KAREN HAYZEN-SMITH

Chief Financial Officer

Appointment: December 2023

Skills relevant to James Fisher:

- Significant financial leadership experience including understanding of investment community needs and engagement
- Extensive global experience in the industrial, defence and energy sectors

Career and experience: Karen was the Director of Group Finance at Johnson Matthey plc, from January 2020 to November 2023, which included the role of Interim Chief Financial Officer for six months. Karen's previous roles include Finance Director for the Aviation sector of Babcock plc and a variety of senior finance roles at Vodafone plc, Hanson plc and Amec Foster Wheeler plc. Karen is a chartered accountant and qualified at Arthur Andersen.

External appointments: None

CLAIRE HAWKINGS

Senior Independent Director *##

Appointment: January 2022 (Senior Independent Director: November 2023)

Skills relevant to James Fisher:

- Significant experience in the energy sector including leading complex commercial transactions
- ESG/sustainability leadership and management expertise

Career and experience: Claire has over 30 years' experience in the energy sector, where she held a variety of UK and international leadership positions, most recently with Tullow Oil plc, and prior to that with BG Group plc and British Gas plc. Claire is an experienced ESG professional with a degree in environmental studies and significant experience in ESG leadership. She holds an MBA from Imperial College Management School and is a fellow of the Energy Institute and Chapter Zero.

External appointments: Non-Executive Director and Chair of the Sustainability Committee of Ibstock Plc; Non-Executive Director at Defence Equipment and Support; Non-Executive Director and Chair of the Responsible Business Committee of FirstGroup plc.

* Member of the Audit and Risk Committee

Member of the Remuneration Committee

+ Member of the Nominations Committee

JUSTIN ATKINSON

Independent Non-Executive Director and Chair of the Audit and Risk Committee *#+

Appointment: February 2018 (Chair of the Audit and Risk Committee: May 2018)

Skills relevant to James Fisher:

- Significant operational, financial and international experience
- Substantial experience on boards of listed companies in both executive and non-executive roles

Career and experience: Justin was formerly Chief Executive Officer of Keller Group plc from April 2004 to May 2015, having previously held the position of Group Finance Director and Chief Operating Officer. Prior to this, he held roles including financial manager at Reuters plc. He was also previously a Non-Executive Director of Kier Group plc, Sirius Real Estate Ltd and Chair of Forterra plc. He has a deep knowledge of the construction sector, as well as significant operational, financial and international experience. He is a Chartered Accountant and qualified at Deloitte Haskins & Sells (now part of PwC).

External appointments: None

INKEN BRAUNSCHMIDT

Independent Non-Executive Director and Chair of the Remuneration Committee *#+

Appointment: March 2019 (Chair of the Remuneration Committee: November 2023)

Skills relevant to James Fisher:

- A deep valuable understanding of technology and digital transformation
- Extensive executive and non-executive experience in technology business with global operations

Career and experience: Inken was Chief Innovation and Digital Officer and member of the Executive Board at Halma plc until 2023. Prior to joining Halma plc in 2017, Inken spent 13 years at RWE AG, the German energy giant, where she held various international leadership roles focusing particularly on strategy, innovation, digital transformation and change management. Inken studied Innovation & Technology at Kiel University and has a PhD in Technology Management.

External appointments: Non-Executive Director and Chair of Remuneration Committee of Xaar plc and TT Electronics plc

KASH PANDYA

Independent Non-Executive Director and Director for Employee Engagement *#+

Appointment: November 2021 (Non-Executive Director for Employee Engagement: January 2024)

Skills relevant to James Fisher:

- Considerable international leadership experience
- Strong knowledge of manufacturing, service businesses and workforce engagement

Career and experience: Kash has significant leadership experience, having formerly been Chief Executive Officer of Helios Towers plc (HTWS), from August 2015 to April 2022 and Non-Executive Deputy Chairman from May 2022 to August 2022. He was also Chairman of Climate Impact Partners, a world-leading voluntary carbon market group, until December 2023. Prior to joining HTWS, Kash spent eight years on the board of Aggreko plc, with responsibility for managing its European and International businesses. He previously worked for various engineering and manufacturing companies in a number of senior roles, including Jaguar and Ford Motor Company.

External appointments: Vice Chairman of Supervisory Board of Vantage Towers AG; Non-Executive Director of TowerCo of Africa

SHIAN JASTRAM

Independent Non-Executive Director *#+

Appointment: March 2024

Skills relevant to James Fisher:

- Significant global operational and transformational leadership
- Renewables sector expertise, including offshore wind and green hydrogen

Career and experience: Shian is currently part of the executive management of Vioneo Holding A.G, a renewable chemical company, and has worked in a variety of leadership positions at Ørsted, one of the world's leading renewable energy companies, from 2006 to 2022. While at Ørsted, she held roles including Head of Operations Excellence, Offshore Wind and Head of Business & Market Development, Power-to-X. She led the global market scale-up of Ørsted's green hydrogen and renewable fuels business. Shian has a degree in Law from the University of Copenhagen and spent her early career in M&A advisory.

External appointments: Chief Procurement Officer, Vioneo Holding A.G

* Member of the Audit and Risk Committee

Member of the Remuneration Committee

+ Member of the Nominations Committee

SUMMARY OF THE LONG TERM INCENTIVE PLAN

General

The operation of the James Fisher and Sons Long Term Incentive Plan (the 'LTIP') will be overseen by the Company's Board of Directors (or a duly authorised committee, such as the Company's Remuneration Committee) (the 'Board'). Decisions of the Board are final and conclusive. Benefits under the LTIP are not pensionable.

Eligibility

At the discretion of the Board, employees (including employed executive directors) of the Company and its subsidiaries (the 'Group') will be eligible to participate in the LTIP.

Awards made to executive directors of the Company ('Executive Directors') will comply with the Company's shareholder-approved directors' remuneration policy in effect at that time (the 'Remuneration Policy').

Awards under the LTIP

Awards under the LTIP will be granted in one or more of the following forms, at the discretion of the Board:

- a conditional share award, being a conditional right to acquire fully paid ordinary shares in the capital of the Company ('Shares') in the future;
- a share option, structured as an option to acquire Shares in the future; or
- a phantom award, being a conditional right to receive a cash sum in the future, linked to the value of a number of notional Shares.

Share awards and share options may be settled using newly issued, treasury or existing Shares. This may include Shares held in an employee benefit trust established by the Company in connection with its employee share plans.

Awards may not be transferred or otherwise disposed of except on the participant's death and no payment is required for the grant of an award. Payment may be required on exercise of an option if decided by the Board at grant, which may be market value at grant, a discounted price or such other amount as the Board decides.

Timing of awards

Awards to Executive Directors may only be granted within a period of 42 days starting on any of the following:

- the day the LTIP is approved by shareholders;
- the day following the day of announcement of the Company's results for any period;
- if the Board considers that a grant is appropriate and can be justified as a result, any date on which changes to the legislation or regulations affecting share plans are announced or take effect; or
- if restrictions on dealings or transactions in securities ('Dealing Restrictions') prevented the granting of awards in the periods mentioned above, the day those Dealing Restrictions are lifted,

except that Awards may be granted at any time when the Board considers that the grant is justified as a result of exceptional circumstances.

Awards to employees other than Executive Directors may generally be made at any time (subject to Dealing Restrictions). Awards may not be granted after termination of the LTIP.

Individual and dilution limits

Awards to Executive Directors may only be granted in accordance with the applicable limits in the Remuneration Policy.

In addition, awards under the LTIP cannot be made if they would cause the maximum number of Shares issuable (or actually issued) pursuant to

rights granted in the preceding 10 years under the Company's employee share plans to exceed 10% of the ordinary share capital of the Company in issue.

For so long as required by institutional investor guidelines, treasury Shares count towards this limit. Where certain variations of capital occur, the number of Shares taken into account under this limit will be adjusted as the Board considers appropriate to take account of that variation.

Performance conditions

Awards may be granted subject to performance conditions, or other conditions, that must normally be satisfied in order for awards to vest. Awards granted to Executive Directors will be subject to performance conditions where required by, and which are consistent with, the Remuneration Policy.

The Board may change a performance condition, or any other condition, in accordance with its terms, or if anything happens that causes the Board to reasonably consider it would be appropriate. An amended performance condition will not be materially less or more difficult to satisfy than the original performance condition was intended to be.

Vesting of awards

Subject to the satisfaction of any performance conditions or other conditions that apply, awards will normally vest on the later of the date the Board decides any performance conditions/other conditions have been satisfied and the vesting date specified by the Board at the grant date. The vesting period(s) for Executive Directors' awards will comply with the Remuneration Policy. Awards may vest in tranches, in which case each tranche may have a different vesting date.

The Board may adjust the extent to which an award will vest if it considers the extent of vesting would otherwise not be appropriate, taking into account all relevant factors. Any adjustments to Executive Directors' Awards would be in accordance with the terms of the Remuneration Policy.

Awards granted as options may be exercised in full or in part and on more than one occasion. An option will be exercisable for a specified period following vesting (ending not later than the 10th anniversary of grant) and if not exercised during that period the option will lapse.

Following vesting (or exercise, where relevant), Shares or cash (as appropriate) will normally be delivered to the participant as soon as practicable. The Board may decide to settle a share award or share option partly or fully in cash instead of Shares, or to reduce the amount due on settlement of an option by the price payable to exercise it.

Vesting, exercise (where relevant) and/or satisfaction of an award may be delayed due to Dealing Restrictions, or where an investigation is ongoing that might lead to malus and/or clawback being triggered. In some circumstances, the exercise window for an option may be extended as a result of such delays.

Awards may carry the right to receive an additional amount, in cash or Shares, relating to the value of any dividends with a record date from the grant date until vesting of the award, as if the participant had owned the Shares (in respect of which the award vests) during that period.

Holding period

Awards may be granted subject to a holding period, meaning that participants may not normally dispose of any Shares acquired following vesting (or exercise for options) for a further specified period. Some exceptions apply, including for Shares sold to cover taxes and/or social security. The Board can also impose holding periods for phantom awards in relation to the cash received following vesting.

Malus and clawback

All awards will be granted subject to malus and clawback provisions. Currently, these are contained in an appendix to the LTIP rules, but in future this may be removed and replaced with a standalone malus and clawback policy. Under the malus and clawback appendix (or any future policy), the Board may decide to reduce an award (malus) or recover all or part of the value of an award that has been satisfied (clawback) if certain circumstances occur (including those set out in the Remuneration Policy).

Leavers

If a participant leaves the Group before vesting, any unvested portion of the award will normally lapse. However, if the reason for leaving is death, ill-health, injury or disability (evidenced to the satisfaction of the Board), retirement by agreement with the employing company, redundancy, the transfer of the participant's employing business or company outside of the Group or any other reason at the Board's discretion, the award will normally continue until the normal vesting date and only vest to the extent the Board decides any performance conditions or other conditions have been satisfied. Pro rating for time will also normally apply.

Where a participant leaves after an award vests, the award will normally continue in accordance with the provisions of the LTIP. Where a participant retains an option after leaving, a shortened exercise period will normally apply. Any holding period will also normally continue to apply, except on death.

A participant will be considered to have left the Group when no longer employed by, or a director of, any member of the Group. If, at any time, a participant is summarily dismissed or leaves in circumstances that would have entitled the employer to summarily dismiss the participant, the participant's awards will immediately lapse.

Company events

In the event of a takeover (including a scheme of arrangement or a person becoming bound or entitled to acquire Shares under UK company law) or a proposed voluntary winding up of the Company, awards will normally vest early. If the Company is affected by certain other corporate events (e.g. a demerger), awards may vest early if the Board decides. Where awards vest early in connection with a corporate event, the Board will determine the extent of vesting, having regard to the extent that the performance conditions and other conditions have been satisfied, and any pro-rata adjustment to reflect the early vesting date. A shortened exercise period will apply for options. The Company's malus and clawback appendix will normally continue to apply (but may be varied in its application), but any holding period will normally cease to apply in these circumstances. In some circumstances (including internal reorganisations in particular), awards may instead be exchanged for new awards.

Variation of share capital

In the event of a variation in the share capital of the Company, a demerger, special dividend or distribution or any other transaction that will materially affect the value of Shares, where awards do not vest early as a consequence, the Board may adjust the number or class of Shares to which an award relates, and the exercise price payable for an option.

Rights attaching to shares

Where shares are issued in connection with the LTIP (see 'Awards under the LTIP' section), those shares will rank equally with other shares of the same class then in issue, and the Company will apply for the listing of those Shares.

Participants will not be entitled to any dividend, voting or other shareholder rights in respect of Shares until the Shares are issued or transferred to them (as appropriate).

Amendments and termination

The Board may change the LTIP in any way at any time, but will obtain prior shareholder approval for any change that is to the advantage of present or future participants and which relates to any of the following: the persons who may receive Shares or cash under the LTIP; the total number or amount of Shares or cash that may be delivered under the LTIP; the maximum entitlement for any participant; the basis for determining a participant's entitlement to, and the terms of, Shares or cash provided under the LTIP and the rights of a participant in the event of a variation in the share capital of the Company (including a capitalisation or rights issue, open offer, sub-division, consolidation or reduction of share capital), or to the provision in the rules requiring shareholder approval for changes.

There is an exception for minor amendments to benefit the administration of the LTIP, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future participant.

No change may be made to the material disadvantage of one or more participants in respect of subsisting rights without the written consent of the affected participant(s). Similar exceptions for minor amendments as apply to the shareholder approval requirement apply to the obligation to seek participant consent.

The Board may establish further plans or schedules based on the LTIP, but modified to take account of any local tax, exchange control or securities laws in other jurisdictions, provided any awards made under them count towards the individual and plan limits in the LTIP. At the date of this Notice, a US schedule is attached to the LTIP, which attempts to ensure that the LTIP complies with US tax rules for US taxpayers.

The LTIP will terminate on the date of the Company's annual general meeting in 2036 (or on such earlier date as the Board decides), although this will not affect any subsisting rights under the LTIP.

This summary does not form part of the rules of the LTIP and should not be taken as affecting the interpretation of the rules' detailed terms and conditions. The Board reserves the right to amend or add to the rules of the LTIP up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

LETTER FROM KPMG LLP AS OUTGOING AUDITOR



KPMG LLP
Audit
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 London E14 5GL
 United Kingdom

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 James Fisher and Sons Plc
 Fisher House, Michaelson Road
 Barrow-In-Furness
 CUMBRIA
 LA14 1HR

26 March 2026

Our ref AR-3232
 Contact Christopher Hearn
 Chris.Hearn@KPMG.co.uk

Dear Sir/Madam,

Statement to James Fisher and Sons Plc (no. 00211475) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we decided not to participate due to upcoming mandatory rotation requirements.

Yours faithfully,

KPMG LLP

KPMG LLP
 Audit registration number: 9188307
 Audit registration address:
 15 Canada Square
 Canary Wharf, London E14 5GL

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James Fisher and Sons plc
Pioneering Sustainably

