

Pantheon International Plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 02147984)

Notice of Annual General Meeting 2026

Notice of the Annual General Meeting (the “AGM” or the “Meeting”) of Pantheon International Plc (the “Company”) to be held at 10-11 Carlton House Terrace, London, SW1Y 5AH at 10.30 a.m. on Wednesday 14 October 2026 is set out in this document.

Important information:

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, it is recommended that you seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, from another appropriately authorised independent adviser. If you have sold or otherwise transferred all of your shares in the Company, please forward this document at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. This document should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of shares, you should retain this document.

Pantheon International Plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 02147984)

Directors:

Tony Morgan	Candida Morley	Rahul Welde
Zoe Clements	Dame Susan Owen DCB	
Tim Farazmand	Mary Ann Seighart	

Registered Office:

Waystone Group, Broadwalk House,
Southernhay West, Exeter, England, EX1 1TS

3 August 2026

Dear Shareholder,

Annual General Meeting 2026

I am pleased to enclose the Notice of Annual General Meeting (the “**AGM**” or the “**Meeting**”) of Pantheon International Plc (the “**Company**”) which will be held at 10-11 Carlton House Terrace, London, SW1Y 5AH at 10.30 a.m. on Wednesday 14 October 2026.

The formal notice convening the AGM (the “**Notice of AGM**” or “**Notice**”) can be found on pages 5 to 7 of this document and it sets out the business to be considered at the AGM.

Meeting Arrangements

We ask that any shareholders wishing to attend, register their interest in attending by emailing the Company Secretary, Waystone Administration Solutions (UK) Limited at pin_cosec@cm.mpms.mufig.com.

Shareholders are encouraged to raise any topics that they wish to discuss with the Company in advance of the Meeting. In addition, shareholders who are unable to physically attend and who wish to ask any questions at the AGM should do so in writing to the Company Secretary, Waystone Administration Solutions (UK) Limited, Broadwalk House, Southernhay West, Exeter, England, EX1 1TS or by email to pin_cosec@cm.mpms.mufig.com. Questions must be received by the Company Secretary no later than 3.00 p.m. on 7 October 2026. If appropriate, the Company will publish the responses on its website at www.pantheon-international.com as soon as possible after the conclusion of the AGM.

Voting arrangements – Action to be taken

We hope that all shareholders will vote.

If you would like to vote on the resolutions to be proposed at the AGM and you hold your shares in certificated form, you may appoint a proxy electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/> or, if you hold your shares in CREST, you may appoint a proxy via the CREST system and if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform. Notice of your appointment of a proxy should reach the Company's registrar, MUFG Corporate Markets (the “Registrar”), by no later than 10.30 a.m. on 12 October 2026. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Further details and instructions regarding the appointment of a proxy are set out in the “Administrative Notes in connection with the Annual General Meeting” on pages 8 and 9 of this document.

You may request a hard copy form of proxy directly from the Company's registrar, MUFG Corporate Markets by calling +44 (0)371 664 0300 or by email at shareholderenquiries@cm.mpms.mufig.com. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., on Monday to Friday, excluding public holidays in England and Wales. We strongly recommend voting electronically.

Voting

The Company's Articles of Association (the “Articles”) stipulate that resolutions put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. In line with the Articles, the Chair has requested that voting on all resolutions put to the 2026 AGM would take place by poll.

On a poll every member present in person or by proxy shall have one vote for every share held. The results of the AGM will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM.

Resolutions

Resolutions 1 to 14 will be proposed as ordinary resolutions.

An ordinary resolution requires a simple majority of votes cast, whether in person or by proxy, to be cast in favour of the resolution for it to be passed. Resolutions 15 to 18 will be proposed as special resolutions. A special resolution requires a majority of not less than 75% of the votes cast, whether in person or by proxy, to be cast in favour of the resolution for it to be passed.

Ordinary resolutions

Resolution 1 – To receive, consider and approve the Annual Report and Financial Statements

The Directors are required to present the annual report and audited financial statements, which incorporate the Directors' Report and Auditor's Report, to the Meeting. These are contained in the Company's Annual Report and Audited Financial Statements for the year ended 31 May 2026 (the “Annual Report”).

Resolution 2 – Directors' Remuneration Report

In accordance with the requirements of the remuneration reporting regime which came into force on 1 October 2013, the Board is required to give notice to shareholders of the intention to propose an ordinary resolution to approve the Directors' Remuneration Report for the financial year ended 31 May 2026. This is an advisory resolution and therefore is not binding. The Directors' Remuneration Report is set out in the Annual Report.

Resolution 3 – Directors' Remuneration Policy

In order to enable the Board to rebase Directors' Remuneration in line with the recommendations of an external remuneration advisory firm, the Remuneration Policy, which was last approved by shareholders at the AGM held on 15 October 2025, requires updating. An Ordinary Resolution is proposed at the AGM for shareholders to approve the revised Directors' Remuneration Policy. Further information is available at page 86 of the Annual Report and the full revised policy is set out on page 87.

Resolution 4 – Authority to increase maximum aggregate annual remuneration

The purpose of resolution 4 is to increase the maximum aggregate annual remuneration payable to Directors from £450,000 to £500,000. This will provide the Board with the flexibility required to make the recommended increases and retain some flexibility for future increases and recruitment. Further details can be found on page 86 of the Annual Report.

Resolutions 5, 6, 7, 8, 9, 10 and 11 – Re-election of Directors

The Articles require that at every Annual General Meeting, any Director who has been a Director of the Company at each of the two preceding Annual General Meetings and who was not appointed by the Company at a general meeting shall retire and seek re-election. Notwithstanding this, the Board has decided that all Directors should be subject to annual election by shareholders and all Directors will therefore seek re-election at the forthcoming AGM.

The Board carries out an annual review of the performance of each Director who acted during the year, of the Board as a whole and of each of the Board Committees. In reviewing the contribution of each Director, the Board considered the experience of each Director (as set out in the individual Directors' biographies in the Company's Annual Report and also available on the Company's website at www.pantheon-international.com/) and the ways in which they contributed to the Board during the year. Having considered the findings of the annual review, the Board considers that all Directors contribute effectively, possess the necessary skills and experience and continue to demonstrate commitment to their roles as Non-Executive Directors of the Company.

Resolutions 12 and 13 – Re-appointment and remuneration of auditor

At each meeting at which the Company's financial statements are presented to its shareholders, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-election of Ernst & Young LLP and this will be proposed to the AGM as Resolution 12. Resolution 13 authorises the Audit Committee to determine the auditor's remuneration.

Resolution 14 – Authority to allot ordinary shares

The purpose of Resolution 14 is to grant the Board the authority to allot ordinary shares in accordance with Section 551 of the Companies Act 2006 (the "Act") up to an aggregate nominal value of £8,758,994, representing approximately one third of the issued ordinary share capital at the date of the Notice of AGM. As at the date of this Notice of AGM, the Company did not hold any shares in treasury.

While the Directors have no present intention of exercising this authority, they consider it important to have the maximum flexibility commensurate with good corporate governance guidelines, to raise finance to enable the Company to respond to investment opportunities, market developments and conditions.

No ordinary shares will be issued for cash at a price less than the prevailing net asset value per ordinary share at the time of issue pursuant to this authority. This authority shall expire at the conclusion of the Company's next Annual General Meeting to be held in 2026.

Special resolutions**Resolution 15 – Authority to dis-apply pre-emption rights**

Resolution 15 is a special resolution which is being proposed to authorise the Directors to disapply the pre-emption rights of existing shareholders in relation to issues of ordinary shares under Resolution 14 (being in respect of ordinary shares up to an aggregate nominal value of £1,313,849, representing up to approximately 5% of the Company's issued ordinary share capital as at the date of the Notice of AGM), at a price per share not less than the most recently calculated net asset value per share at the time of issue (or sale) of such shares.

This authority shall expire at the conclusion of the Company's next Annual General Meeting to be held in 2027.

The Directors do not intend to allot or sell shares pursuant to Resolutions 14 and 15 other than to take advantage of opportunities in the market as they arise and will only do so if they believe it to be

advantageous to the Company's existing shareholders and when it would not result in any dilution of the net asset value per share (owing to the fact that no ordinary shares will be issued or sold for a price less than the prevailing net asset value per ordinary share).

Resolution 16 – Purchase of own shares

Resolution 16 is a special resolution that will grant the Company authority to make market purchases of up to 58,789,845 ordinary shares, representing approximately 14.99% of the ordinary shares in issue as at the date of the Notice of AGM.

The maximum price which may be paid for each ordinary share must not be more than the higher of; (i) 5% above the average of the mid-market values of the ordinary shares for the five business days before the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. The minimum price which may be paid for each ordinary share is the nominal value of an ordinary share.

As at 31 July 2026, there are no outstanding warrants or options to subscribe for shares in the Company.

The Directors believe that the discount to net asset value at which ordinary shares trade in the market may present an attractive investment opportunity relative to new investment commitments. In such circumstances, the Directors may cause the Company to undertake targeted buybacks of ordinary shares instead of, or in addition to, new investments as a means of utilising cash generated from the Company's portfolio.

Any buyback would only be undertaken in circumstances where the Directors believe that it would increase the net asset value per share.

The Company will consider holding any of its own shares which it purchases pursuant to the authority to be conferred by Resolution 16, if passed, as treasury shares rather than cancelling them if the Directors determine in connection with any such purchase that it would be advantageous for the Company to do so.

This authority shall expire at the conclusion of the Company's next Annual General Meeting to be held in 2027.

Resolution 17 – Notice of General Meetings

Resolution 17 is a special resolution that will give the Directors the ability to convene general meetings, other than annual general meetings, on a minimum of 14 clear days' notice. In accordance with the requirements of the Articles, the Company will offer shareholders an electronic voting facility at each general meeting convened on such shorter notice period. The minimum notice period for annual general meetings will remain at 21 clear days, in accordance with the Articles. This authority would provide the Company with flexibility where action needs to be taken quickly but will only be used where the Directors consider it in the best interests of shareholders to do so and the matter is required to be dealt with expeditiously.

This authority shall expire at the conclusion of the Company's next Annual General Meeting in 2027.

Resolution 18 – Amendment of the Articles of Association

Resolution 18 is a special resolution which is being proposed to amend the Company's articles of association to revise its meeting provisions by enabling the Board to determine that members may attend and participate in general meetings by electronic means and/or from one or more overflow meeting locations. The principal changes proposed comprise the introduction of Articles 49 to 56 (and the addition of certain associated defined terms to Article 1), together with consequential minor amendments to Articles 57, 59, 60, 66, 69, 72, 84 and 140. The introduction of Articles 49 to 56 results in a consequential change to the numbering of later Articles and related cross-references.

The proposed amendments would provide the Board with the flexibility to facilitate member participation by permitting attendance through electronic facilities (for example, by means of an online meeting platform) and/or at designated overflow meeting locations connected to the principal meeting venue. Members attending by such means would be treated as being present at the meeting for the purposes of quorum and participation. The amendments do not permit the Company to hold general meetings exclusively by electronic means; a physical meeting is always required.

A copy of the Company's existing articles of association and proposed new articles of association marked to show all the changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office and from the date of this notice of meeting until the close of the meeting. The proposed new articles of association will also be available for inspection at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

Recommendation

Full details of the above resolutions are contained in the Notice of AGM. The Directors consider that all the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings of shares.

Yours sincerely

Tony Morgan

Chair

Pantheon International Plc

3 August 2026

Notice of Annual General Meeting

Pantheon International Plc

(Incorporated in England and Wales under the Act with registered number 02147984)

Notice is hereby given that the Annual General Meeting of Pantheon International Plc (the “**Company**”) will be held at 10-11 Carlton House Terrace, London, SW1Y 5AH at 10.30 a.m. on Wednesday 14 October 2026 to consider and, if thought fit, approve the following resolutions.

Resolutions 1 to 14 will be proposed as ordinary resolutions: this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour of each resolution. Resolutions 15 to 18 will be proposed as special resolutions: this means that for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

Ordinary resolutions

1. To receive the Company’s annual report and audited financial statements for the year ended 31 May 2026 (the “Annual Report”) together with the Directors’ Report and the Auditor’s Report contained in the Annual Report.
2. To receive and approve the Directors’ Remuneration Report for the year ended 31 May 2026.
3. To receive and approve the Directors’ Remuneration Policy.
4. That the maximum aggregate annual remuneration payable to the Directors under article 79(1) of the Articles of Association of the Company be and is hereby increased to £500,000.
5. To re-elect Mr. A.D. Morgan as a Director of the Company.
6. To re-elect Ms. Z. Clements as a Director of the Company.
7. To re-elect Mr. T.B.N. Farazmand as a Director of the Company.
8. To re-elect Ms. C.E. Morley as a Director of the Company.
9. To re-elect Dame S.J. Owen DCB as a Director of the Company.
10. To re-elect Ms. M.A. Sieghart as a Director of the Company.
11. To re-elect Mr. R.A. Welde as a Director of the Company.
12. To re-appoint Ernst & Young LLP as auditors of the Company (the “Auditor”), to hold office from the conclusion of this Annual General Meeting until the conclusion of the next annual general meeting of the Company at which the Company’s financial statements are laid before the Company.
13. To authorise the Audit Committee to determine the remuneration of the Auditor.
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 (the “Act”) to exercise all the powers of the Company to allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company, up to an aggregate nominal amount equal to the sum of £8,758,994, or, if different, the number representing one third of the aggregate nominal value of issued share capital (excluding treasury shares) at the date of passing the resolution, provided that this authority shall (unless previously renewed, revoked or varied by the Company in general meeting) expire at the conclusion of the period commencing with the date on which this Resolution is passed and expiring at the conclusion of the next annual general meeting of the Company or the date occurring 15 months from the date on which this Resolution is

passed, whichever is the earlier (the “Period of Authority”), save that the Company may before the expiry of such authority make an offer or agreement which would or might require shares in the Company to be allotted and/or rights to subscribe for, or to convert any security into, shares in the Company to be granted after the expiry of the said period and the Directors may allot such shares and/or grant such rights in pursuance of any such offer or agreement as if the authority conferred by this Resolution had not expired, and so that the authority hereby given shall be in substitution for all subsisting authorities under Section 551 of the Act.

Special resolutions

15. That subject to the passing of Resolution 14 above, the Directors of the Company be and are hereby empowered, until the conclusion of the Period of Authority, pursuant to Section 570 of the Companies Act 2006 (the “Act”) to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred upon them under Resolution 14 above as if Section 561 of the Act did not apply to any such allotment and pursuant to Section 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) held by the Company as treasury shares (within the meaning of Section 724(5) of the Act) for cash as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - a. the allotment of equity securities in connection with a rights issue, open offer or any other offer in favour of holders of Ordinary Shares (within the meaning of Section 560 of the Act) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by or deemed to be held by them on the record date of such allotment, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or requirements of any territory or the requirements of any regulatory authority or any stock exchange;
 - b. the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount equal to the sum of £1,313,849, or, if different, such amount as is equal to 5% of the aggregate nominal issued share capital at the date of the AGM, and in respect of any such allotment, on terms that the shares constituting the equity securities allotted or for or into which the equity securities allotted give a right to subscribe or convert (as the case may be) shall be subscribed for or issued or sold (as the case may be) at a price per share not less than the net asset value per share calculated pursuant to the Articles of Association of the Company as at the Calculation Date (as defined in the Articles of Association of the Company) immediately preceding the issue (or sale) of such shares; save that the Company may, before the expiry of the Period of Authority, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Notice of Annual General Meeting

16. That the Company be and is hereby generally and, subject as hereinafter provided, unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the “Act”), in substitution for all subsisting authorities under Section 701 of the Act, to make market purchases (within the meaning of Section 693 of the Act) of Ordinary Shares provided that:
- the maximum number of shares hereby authorised to be purchased is 58,789,545 shares, representing 14.99% of the number of ordinary shares in issue (excluding any ordinary shares held by the Company as treasury shares (within the meaning of Section 724(5) of the Act)) as at the date of this Notice;
 - the minimum price which may be paid for an ordinary share is the nominal value of that ordinary share; and
 - the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be the higher of (i) 5% above the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange’s Daily Official List for the five business days before the purchase is made and (ii) the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

Unless renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or the date occurring 18 months from the date on which this Resolution is passed, whichever is the earlier, save that the Company may, prior to such expiry, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of any such contract.

17. That, a general meeting, other than an annual general meeting, may be called on not less than 14 clear days’ notice.
18. That the articles of association of the Company be amended as follows and the articles of association of the Company as so amended shall continue in full force and effect as the articles of association of the Company unless and until further amended:
- In Article 1(1), between the definitions of “electronic address” and “electronic form”, the following definition shall be added:
“electronic facility” means any device, system, procedure, method or facility (including, without limitation, any conference call system, webcast, video conferencing platform, website or application software) providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting as determined by the board under these Articles and available in respect of that meeting;
 - In Article 1(1), between the definitions of “Office” and “recognised person”, the following two definitions shall be added:
“Principal Place” has the meaning provided in Article 52;
“Overflow Meeting” has the meaning provided in Article 52;
 - The following shall be inserted as new Articles 49 to 56, with the section headed “Notice of General Meetings” commencing at Article 57 and all subsequent Articles being renumbered accordingly:

ELECTRONIC FACILITIES

49. The board may decide to let persons entitled to attend and participate in a general meeting do so by

simultaneous attendance and participation by means of an electronic facility. Members present in person or by proxy by means of any such electronic facility will be counted in the quorum for, and entitled to participate in, the general meeting. All persons seeking to attend and participate in a general meeting by way of electronic facility are responsible for having in place the necessary means to enable them to do so. Subject to the right of the chairman to adjourn a general meeting under these Articles, any inability of a person to attend or participate in a general meeting by means of an electronic facility, or any interruption to a person being so able, shall not invalidate the proceedings of that meeting.

50. Any general meeting at which electronic facilities are available will be duly constituted and its proceedings valid if the chairman is satisfied that facilities are available throughout the meeting (save for any period of interruption and/or adjournment to restore the operation of any electronic facility) to enable all members attending the meeting to:
- participate in the business for which the meeting has been called;
 - hear all the people who speak at the meeting; and
 - be heard by all other people attending and participating in the meeting,

and provided further that where any document is required to be on display or available for inspection at or prior to the meeting, this requirement will be satisfied if such document is made available for the required period by means of any electronic facility or otherwise by electronic means.

51. Nothing in these Articles authorises or allows a general meeting to be held exclusively via electronic facilities. If a person is attending a general meeting by means of electronic facilities, it shall be immaterial where that person is.

OVERFLOW MEETINGS

52. The board may, despite the place of a general meeting (the “Principal Place”) being specified in the notice of general meeting, arrange for simultaneous attendance and participation (including, without limitation, by way of video-link or other electronic facility) at other places by members and proxies who are entitled to attend the general meeting but cannot attend at the Principal Place (an “Overflow Meeting”). Members present in person or by proxy at an Overflow Meeting shall be counted in the quorum for, and entitled to participate in, the general meeting.
53. Overflow Meeting arrangements may include arrangements regarding the level of attendance at other places, as long as those arrangements operate so that the members who cannot attend at the Principal Place are able to attend at one of the other places (including, without limitation, by way of video-link or other electronic facility).
54. The board or the chairman of the meeting may, in order to facilitate the organisation and administration of a general meeting to which the above arrangements apply, make arrangements, for example by issuing tickets (in order to give members and proxies entitled to attend the meeting an equal opportunity of being admitted to the Principal Place) by random selection or otherwise as it considers appropriate.

Notice of Annual General Meeting

55. The board or chairman may vary these arrangements or make new arrangements in their place. The entitlement of a member or proxy to attend a general meeting at the Principal Place is subject to any such arrangements that are in place, whether stated in the notice of meeting or notified after the notice of meeting has been given.
56. For the purposes of these Articles, such a meeting is to be treated as being held and taking place at the Principal Place:
 - d. Cross-references in certain Articles have been updated to reflect the insertion of new Articles 49 to 56 and the consequential renumbering of subsequent Articles;
 - e. Article 57 (formerly Article 49, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above) shall be replaced in its entirety by the following:

"An annual general meeting and all other general meetings of the Company shall be called by at least such minimum period of notice as is prescribed under the Acts. The notice shall specify the physical place where the meeting is to be held (wholly or in part), the date and the time of meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. If the board determines that a general meeting shall be held partly by means of electronic facility and/or from any Overflow Meeting location, the means, or all different means, of attendance and participation and any access, identification and security arrangements shall be included in the notice. Where the Company has given an electronic address in any notice of meeting for the receipt by it of any document or information relating to proceedings at the meeting, any such document or information may be sent by electronic means to that address, subject to any conditions or limitations specified in the relevant notice of meeting. Subject to the provisions of these Articles and to any rights or restrictions attached to any shares, notices shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors of the Company;
 - f. In the second line of Article 59 (formerly Article 51, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "each being a member", the following shall be added:

"present (either at the Principal Place or at an Overflow Meeting location, or by means of an electronic facility) in person";
 - g. In the fourth line of Article 60 (formerly Article 52, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "at the same time and place", the following shall be added:

"(including any Overflow Meeting location(s) and/or electronic facility)";
 - h. In the same Article 60 (formerly Article 52, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "or to such day, time and place", the following shall also be added:

"(including any Overflow Meeting location(s) and/or electronic facility)";
 - i. In the first line of Article 66 (formerly Article 58, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "A resolution put to the vote of a meeting", the following shall be added:

"held partly by means of an electronic facility and/or partly at an Overflow Meeting location will be decided on a poll, which poll votes may be cast by such electronic or other means as the board decides are appropriate. Any such poll will be treated as having been validly demanded at the time fixed for the holding of the meeting. Subject to this, a resolution put to the vote of a meeting";
 - j. In the first line of Article 69 (formerly Article 61, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "as the chairman directs", the following shall be added:

"(including, without limitation, by means of an electronic facility or other electronic means)";
 - k. In the same Article 69 (formerly Article 61, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "fix a time and place", the following shall be added:

"(which may be or include an electronic facility)";
 - l. In the second line of Article 72 (formerly Article 64, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "every member who is present", the following shall be added:

"(either at the Principal Place or at an Overflow Meeting location or by means of an electronic facility)"
 - m. In the same Article 72 (formerly Article 64, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "and every proxy present", the following shall be added:

"(either at the Principal Place or at an Overflow Meeting location or by means of an electronic facility)";
 - n. The following shall be added at the end of Article 84 (formerly Article 76, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above):

"(either at the Principal Place or at an Overflow Meeting location or by means of an electronic facility)."; and
 - o. In the first line of Article 140 (formerly Article 132, before the insertion of new Articles 49 to 56 pursuant to paragraph (c) above), after the words "A member present", the following shall be added:

"(either at the Principal Place or at an Overflow Meeting location or by means of an electronic facility)".

By order of the Board

Waystone Administrators Solutions (UK) limited
Company Secretary
3 August 2026

Registered office:

Waystone Group, Broadwalk House, Southernhay West, Exeter,
United Kingdom, EX1 1TS

Administrative notes in connection with the Annual General Meeting

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. Please ensure that you have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, MUFG Corporate Markets (the "Registrar"), prior to being admitted to the Annual General Meeting. The Board encourages shareholders to vote electronically and to appoint the Chair of the meeting as their proxy with their voting instructions.

2. Appointment of proxies

A member entitled to attend this Meeting may attend the Meeting in person or may appoint one or more persons as his/her proxy to attend, speak and/or vote on his/her behalf. A proxy need not be a member of the Company. The appointment of a proxy will not prevent a member from attending the Meeting and voting in person if he/she so wishes. Unless otherwise indicated on the Form of Proxy, CREST, Proxyimity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every Ordinary Share of which he/she is the holder.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's Registrars, MUFG Corporate Markets.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 11 below.

3. Appointment of a proxy online

Members can appoint a proxy online at: the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>, members will need their Investor Code, which they can find on their share certificate. If you need help with voting online, please contact the Company's Registrar, MUFG Corporate Markets, on +44 (0)371 664 0300 or by email at shareholderenquiries@cm.mpms.mufg.com. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., on Monday to Friday, excluding public holidays in England and Wales. Members must appoint a proxy using the Investor Centre no later than 10.30 a.m. on 12 October 2026 (being the time which is 48 hours (excluding non-working days) before the time of the Annual General Meeting) or 48 hours (excluding non-working days) before any adjournment of that Meeting. Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's 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. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



4. Appointment of a proxy using a Form of Proxy

You may request a hard copy form of proxy directly from the Registrar by calling +44 (0)371 664 0300 or by email at shareholderenquiries@cm.mpms.mufg.com. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., on Monday to Friday, excluding public holidays in England and Wales. To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by mail or (during normal business hours only) by hand by the Registrar at MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 10.30 a.m. on 12 October 2026 (being the time which is 48 hours (excluding non-working days) before the time of the Annual General Meeting) or 48 hours (excluding non-working days) before any adjournment of that Meeting.

5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar, MUFG Corporate Markets (ID RA10), no later than 10.30 a.m. on 12 October 2026 (being the time which is 48 hours before (excluding non-working days) the time of the Annual General Meeting) or 48 hours before (excluding non-working days) any adjournment of that 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 Application Host) from which the Registrar 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.

Administrative notes in connection with the Annual General Meeting

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

6. Appointment of a proxy through Proximity

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that Meeting in order to be considered valid. 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.

7. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

8. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

9. Entitlement to vote

To be entitled to vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at close of business on 12 October 2026 (or, if the Annual General Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to vote at the Annual General Meeting.

10. Votes to be taken by a poll

The Company's Articles stipulate that resolutions put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. In line with the Articles, the Chair has requested that voting on all resolutions put to the 2026 AGM would take place by poll. It is intended that the voting results will be announced to the London Stock Exchange and published on the Company's website by 6.00 p.m. on Wednesday, 14 October 2026.

11. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

12. Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by section 311A of the Act, and a copy of this Notice of Annual General Meeting is available on the Company's website at www.pantheon-international.com/.

13. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with the auditors 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 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Act to publish on a website.

14. Documents available for inspection

Copies of the Letters of Appointment of the Non-Executive Directors of the Company are available for inspection at the registered office of the Company during normal business hours on any weekday (except for Saturdays, Sundays and English public holidays) from the date of this Notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the location of the Meeting from 10.15 a.m. until the conclusion of the Annual General Meeting.

Administrative notes in connection with the Annual General Meeting

15. Voting rights

As at 31 July 2026 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 392,193,764 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 31 July 2026 were 392,193,764 votes.

16. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chair of the Annual General Meeting as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

17. Members' right to require circulation of resolution to be proposed at the Annual General Meeting

Members meeting the threshold requirements set out in the Act have the right to: (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the Annual General Meeting pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the Annual General Meeting, pursuant to section 338A of the Act.

18. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the Meeting unless answering the question 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.

Members may not use any electronic address provided in this Notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.