

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from a stockbroker, solicitor, accountant or other independent advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in GB Group plc, please forward this Notice of Annual General Meeting together with the accompanying documents to the purchaser or transferee or to the person who arranged the sale or transfer so they can forward the documents on to the person who now holds the shares.



GB Group plc

Notice of 2026 Annual General Meeting (AGM)

To be held at The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB on Tuesday 21 July 2026 at 10:00 a.m.

The Foundation, Herons Way,
Chester Business Park, Chester CH4 9GB, UK
+44 (0)1244 657333 | gbgplc.com

Registered office as above. Registered in England and Wales number 2415211. VAT number 539 7162 18.

Letter to Shareholders

Dear Shareholder

I am pleased to invite you to the 2026 AGM of GB Group plc (the "Company" or GBG) which will be held at 10:00 a.m. on Tuesday 21 July 2026 at The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB.

I am also pleased to advise you that GBG's Annual Report and Accounts 2026 (the "Annual Report and Accounts") has now been published and is available on our website: <https://www.gbgplc.com/en/investors/resources/reports-and-presentations/>.

Attendance at the AGM

We will be holding our AGM in our Chester office. We consider the AGM to be an important event in our calendar and an opportunity for the Board to engage with our shareholders. We do hope that shareholders will take this opportunity to join us and to engage and share their views with us.

Whether or not you intend to attend the AGM, we would encourage you to appoint the Chair of the AGM as your proxy in advance to ensure that your vote is counted.

If you are planning to attend the AGM, the Board kindly requests that you pre-register your intention to do so by emailing Governance@gbg.com with your full name and address, using the email subject 'AGM 2026 – Attendance' by no later than 10:00 a.m. on Monday 20 July 2026. A failure to do so will not preclude you from attending or participating in the meeting.

Further information on the AGM, the location of the venue and how to get there can be found on page 16 of this document.

Questions at the AGM

The Company strongly encourages shareholders to submit questions relating to the business of the meeting that they would like to have answered at the AGM in advance by emailing them to Governance@gbg.com, to be received no later than 10:00 a.m. on Monday 20 July 2026. A transcript of questions asked, and answers given, during the AGM will be available on our website as soon as practicable after the AGM: <https://www.gbg.com/agm/>

Shareholders attending the AGM may ask questions at the AGM whether or not their questions have been submitted in advance.

Voting at the AGM

Your vote is important to us. We strongly encourage you to vote on all resolutions electronically or to submit a proxy in advance of the meeting, whether or not you intend to, or are ultimately able to, attend in person.

Voting on the resolutions proposed at the AGM ("Resolutions") will be by way of a poll.

You can vote in advance of or at the AGM. Any votes submitted in advance using the below options must be submitted by (or in the case of a proxy by post, received) no later than 10:00 a.m. on Friday 17 July 2026:

1. Register your vote electronically in advance of the AGM by logging on to the website of our registrar, Equiniti Limited ("Registrar" or "Equiniti"), at shareview.co.uk or via the CREST electronic proxy service.
2. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
3. Appoint a proxy by post, by completing the form of proxy enclosed with this document and returning it in the pre-paid envelope provided. Further details relating to voting by proxy are set out in notes 1 to 4 on page 12 of this document.

Shareholders who wish to appoint a proxy are recommended to appoint the Chair of the AGM as their proxy.

The results of the voting will be announced through the Regulatory News Service of the London Stock Exchange and will be published on our website as soon as reasonably practicable after the AGM.

Voting recommendations

The Directors are of the opinion that all Resolutions which are to be put to the AGM are in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommend that you vote in favour of all the Resolutions as they intend to do in respect of their own shareholdings (other than in respect of those matters in which they are interested).

I would like to take this opportunity to thank you for your continued support and look forward to seeing you at the AGM.

Yours faithfully

Richard Longdon
Chair of the Board
GB Group plc
17 June 2026

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of GB Group plc (the "Company" or GBG) will be held at 10:00 a.m. on Tuesday 21 July 2026 at The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB.

You will be asked to consider and vote on the Resolutions below. Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and Resolutions 16 to 19 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

Resolution 1 – To receive, consider and adopt the Company's Annual Report and Accounts for the year ended 31 March 2026, together with the Directors' Report and Auditor's Report on those accounts.

Resolution 2 – To declare a final dividend in the sum of 4.40p per ordinary share for the year ended 31 March 2026.

Resolution 3 – To reappoint Richard Longdon as a Director of the Company.

Resolution 4 – To reappoint Dev Dhiman as a Director of the Company.

Resolution 5 – To reappoint David Ward as a Director of the Company.

Resolution 6 – To reappoint Elizabeth Catchpole as a Director of the Company.

Resolution 7 – To reappoint Michelle Senecal de Fonseca as a Director of the Company.

Resolution 8 – To reappoint Bhavneet Singh as a Director of the Company.

Resolution 9 – To receive and approve the Directors' Remuneration Policy as set out on pages 84 to 91 of the Company's Annual Report and Accounts for the year ended 31 March 2026.

Resolution 10 – To receive and approve the Report on Directors' Remuneration (other than the part containing the Directors' Remuneration Policy) as set out on pages 92 to 98 of the Company's Annual Report and Accounts for the year ended 31 March 2026.

Resolution 11 – To reappoint PricewaterhouseCoopers LLP as the Company's external auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 12 – To authorise the Audit & Risk Committee to determine the auditor's remuneration.

Resolution 13 – That the trust deed and rules of the GB Group plc Share Incentive Plan (SIP), produced to this meeting and a summary of the main provisions of which is set out in the Appendix to this notice, be approved and the Directors be authorised to do all such acts and things as they may consider necessary or expedient to bring the SIP into effect.

Resolution 14 – That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are authorised to:

- (a) make political donations to political parties or to independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and
- (c) incur any political expenditure not exceeding £50,000 in total,

during the period beginning with the date of the passing of this Resolution and ending on the date 15 months from the passing of this Resolution or the conclusion of the next annual general meeting of the Company (whichever is the earlier). For the purpose of this Resolution, 'political donation', 'political party', 'political organisation', 'independent election candidate' and 'political expenditure' are to be construed in accordance with sections 363, 364 and 365 of the Act.

Resolution 15 – That in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be generally and unconditionally authorised 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:

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £1,923,730 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £3,847,460 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer) as follows:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date of such allotment; and
 - (ii) to holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may make such exclusions or other arrangements as they consider expedient or appropriate in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter.

Notice of Annual General Meeting continued

Ordinary resolutions continued

The authority granted by this Resolution 15 shall expire on the date 15 months from the passing of this Resolution or the conclusion of the next annual general meeting of the Company after the passing of this Resolution (whichever is the earlier) save that such authority shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted or rights to be granted after such expiry and the Directors may allot equity securities in pursuance of that offer or arrangement as if the authority conferred hereby had not expired.

Special resolutions

Resolution 16 – That subject to the passing of Resolution 15, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 15 and/or to sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) in connection with or pursuant to an offer of or invitation to apply for equity securities (but, in the case of the authority granted under Resolution 15(b), by way of a pre-emptive offer or invitation (including a rights issue or open offer)):
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale; and
 - (ii) to holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions or other arrangements as the Directors consider expedient or appropriate in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical difficulties which may arise under the laws in any territory or the requirements of any relevant regulatory body or stock exchange in any territory or any other matter;

- (b) in the case of the authority granted under Resolution 15(a) (or in the case of any sale of treasury shares) and otherwise than pursuant to paragraph (a) above or paragraph (c) below, up to an aggregate nominal amount of £577,119; and
- (c) in the case of the authority granted under Resolution 15(a) (or in the case of any sale of treasury shares) and otherwise than pursuant to paragraph (a) or paragraph (b) above, up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The power granted by this Resolution 16 shall expire on the date 15 months from the passing of this Resolution or the conclusion of the next annual general meeting of the Company after the passing of this Resolution (whichever is the earlier) save that such power shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of that offer or arrangement as if the power conferred hereby had not expired.

Resolution 17 – That subject to the passing of Resolution 15, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") in addition to any power granted under Resolution 16 to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 15(a) and/or to sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) up to an aggregate nominal amount of £577,119 and 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 determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company may in a general meeting at any time by special resolution determine; and
- (b) (otherwise than under paragraph (a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The power granted by this Resolution 17 shall expire on the date 15 months from the passing of this Resolution or the conclusion of the next annual general meeting of the Company after the passing of this Resolution (whichever is the earlier) save that such power shall extend to the making before such expiry of an offer or arrangement that would, or might, require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of that offer or arrangement as if the power conferred hereby had not expired.

Resolution 18 – That pursuant to section 701 of the Companies Act 2006 (the “Act”), the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2.5p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 23,084,760;
- (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 2.5p;
- (c) the maximum price, exclusive of any expenses, which may be paid for any ordinary share is the higher of:
 - (i) 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange’s Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the date 15 months from the passing of this Resolution or the conclusion of the next annual general meeting of the Company after the passing of this Resolution (whichever is the earlier); and
- (e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

Resolution 19 – That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days’ notice.

By Order of the Board

Annabelle Burton
Group Company Secretary
17 June 2026

Registered office: The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB

Incorporated and registered in England and Wales under number 2415211

Explanatory Notes to the Resolutions

There are a number of matters to be dealt with at the AGM and the formal notice of the AGM (the "Notice") is set out on pages 3 to 5 of this document.

The explanatory notes that follow form part of the Notice and provide important information regarding the items of business to be considered at the AGM. Should you need any further clarification on the Resolutions proposed, please contact Governance@gbg.com.

Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions. This means that for each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 16 to 19 (inclusive) are proposed as special resolutions. This means that for each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1: Annual Report and Accounts

For each financial year, the Directors must present the Company's Annual Report and Accounts to shareholders at the AGM. The reports of the Directors (including the Strategic Report), the report of the Company's auditor and the financial statements are contained within the Annual Report and Accounts. As a matter of best practice, shareholders are asked to receive the Annual Report and Accounts.

Resolution 2: Declaration of final dividend and Dividend Reinvestment Plan

Subject to the final dividend, set out in Resolution 2 of the Notice, being approved by the Company's shareholders, the final dividend will be paid on 31 July 2026 to ordinary shareholders whose names appear on the register of members at the close of business on 19 June 2026. As in previous years, the Company will make a Dividend Reinvestment Plan (DRIP) available. Under the DRIP, shareholders can elect to receive shares at market value on the dividend payment date as opposed to receiving their cash dividend.

The DRIP is administered by the Registrar. Shareholders wishing to participate in the DRIP (who have not already elected to do so) should contact the Registrar on +44 (0) 371 384 2030. Shareholders who elect to receive shares under the DRIP will receive their shares within 20 business days of the election date.

Resolutions 3 to 8 (inclusive): Reappointment of Directors

In accordance with the Company's Articles of Association and the UK Corporate Governance Code (the "Code"), all Directors shall retire from office and will be standing for re-election at the AGM. In line with the Code, the Board has reviewed the independence of its Non-Executive Directors and has determined that each of them remains fully independent of management. The Chair is not subject to the Code's independence test other than on appointment. Richard Longdon met the Code's independence criteria upon his appointment as Chair.

During FY27, Elizabeth Catchpole's tenure as Senior Independent Non-Executive Director and Chair of the Audit & Risk Committee will exceed the nine-year independence threshold set out in the Code. At the time of the Company's transition from AIM to the Main Market the Board gave careful consideration to the importance of maintaining Board stability during this period and it was agreed that retaining Elizabeth beyond this threshold would be in the best interests of the Company and its stakeholders. Subject to Elizabeth's re-election at the AGM, she will support the Nomination Committee in the identification of her successor during the year.

The Board, led by the Chair, has considered the skills and commitment of the Directors and has concluded that each of them makes positive and effective contributions to the meetings of the Board and the Committees on which they sit. This view was supported by feedback received following the completion of the annual Board and Committee evaluation.

Biographical information in relation to each of the Directors is shown on pages 14 and 15 of the Notice and can also be found on the Company's website.

The Board believes this information is sufficient to enable shareholders to make an informed decision about the relevant appointment or reappointment.

Resolution 9: Directors' Remuneration Policy

The Company was admitted to the Main Market of the London Stock Exchange on 30 October 2025. As a result, the Company is now classified as a UK-quoted company for the purposes of the Companies Act 2006 (the "Act") and is required to operate a Directors' Remuneration Policy approved by shareholders. This vote is a binding vote and, subject to limited exceptions, no remuneration payment or loss of office payment may be made to a prospective, current or former director unless consistent with the approved Remuneration Policy. This Resolution should be put to shareholders at least every three years as required by the Act.

The Directors' Remuneration Policy is set out on pages 84 to 91 of the Annual Report and Accounts. If approved, the Policy will take effect from the conclusion of the Annual General Meeting and will apply until the earlier of:

- (a) the date on which a new or amended Policy is approved by shareholders; or
- (b) the expiry of three years from the date of approval.

The Board considers that the Directors' Remuneration Policy is appropriate and supports the Company's strategy and long-term success and therefore recommends that shareholders vote in favour of this Resolution.

Resolution 10: Directors' Remuneration Report

Resolution 10 is an advisory vote to approve the Directors' Remuneration Report for the financial year ended 31 March 2026 which is set out on pages 92 to 98 of the Annual Report and Accounts. As this vote is advisory in nature, payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the Resolution is not passed. This Resolution is put to shareholders annually as required by the Act.

Resolution 11: Appointment of auditor

The Audit & Risk Committee has recommended the appointment of PricewaterhouseCoopers LLP (PwC) as the Company's external auditor, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

PwC was appointed to audit the Group accounts in 2023 following a rigorous tender process. The Audit & Risk Committee has recommended the reappointment of PwC as the Company's external auditor having evaluated its effectiveness and independence. The Audit & Risk Committee has confirmed to the Board that its recommendation is free from third-party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor. PwC has indicated its willingness to continue in office.

An ordinary resolution will be put to shareholders to approve its reappointment.

Resolution 12: Auditor's remuneration

Resolution 12 proposes that the Audit & Risk Committee be authorised to agree the auditor's remuneration. In accordance with corporate governance best practice, the Audit & Risk Committee considers and approves audit fees on behalf of the Board. Details of the remuneration paid to the auditor for the year ended 31 March 2026 (including non-audit fees) are set out in note 6 to the financial statements as set out in the Annual Report and Accounts (page 128).

Resolution 13: Approval of the GB Group plc Share Incentive Plan

The Company wishes to obtain shareholder approval for the GB Group plc Share Incentive Plan (SIP). The SIP is a UK tax-advantaged all-employee share ownership plan, designed to enable all eligible UK employees of the Group to acquire ordinary shares in the capital of the Company. The purpose of the SIP is to incentivise and engage eligible employees and to align their interests more closely with those of the Company's shareholders by giving employees an opportunity to acquire shares in the Company. Adoption of the SIP will assist the Company in offering a competitive all-employee equity incentive arrangement and in supporting employee participation in the Company's long-term success. The SIP has been designed to comply with Schedule 2 of the Income Tax (Earnings and Pensions) Act 2003, such that it may operate as a UK tax-advantaged share incentive plan. The main provisions of the SIP are summarised in the Appendix to this Notice and this Resolution proposes the approval of this plan.

Resolution 14: Authority to make political donations

The Act prohibits companies from making political donations to UK political organisations or independent candidates, or incurring UK political expenditure, unless authorised by shareholders in advance.

The Company does not make, and does not intend to make, donations to political organisations or independent election candidates, nor does it incur or intend to incur any political expenditure within the ordinary meaning of those words. It is the Company's policy not to make political donations and the Company has no intention of altering this policy. However, the definitions of political donations, political organisations and political expenditure used in the Act are very wide. For example, bodies such as those concerned with policy review or reform, or those representing the business community and special interest groups which the Company and/or its subsidiaries may see benefit in supporting, or activities which are an accepted part of engaging with stakeholders to ensure matters affecting the Group's operations are considered and addressed, but which would not ordinarily be considered as political donations or political expenditure, might be caught.

In common with many other listed companies, the Board considers it prudent to seek shareholder authority to make political donations and to incur political expenditure not exceeding £50,000 in total, to ensure that the Group does not inadvertently breach the legislation. As permitted under the Act, the Resolution covers the Company and extends to all subsidiaries of the Company at any time the authority is in place. If given, this authority will expire on the date of the next annual general meeting of the Company (or, if earlier, 15 months from the passing of each Resolution).

Explanatory Notes to the Resolutions continued

Resolution 15: Renewal of authority to allot shares

An ordinary resolution will be put to shareholders pursuant to section 551 of the Act, to authorise the Directors to allot relevant securities in the Company and to grant rights to subscribe for or to convert any security into shares in the Company.

Paragraph (a) of Resolution 15, if passed, would give the Directors the authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,923,730 (as reduced by allotments under paragraph (b) of Resolution 15), which represents approximately one-third (33.3%) of the existing issued share capital of the Company as at 16 June 2026 (being the latest practicable date prior to publication of this Notice).

Paragraph (b) of Resolution 15, if passed, would give the Directors authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company in connection with a fully pre-emptive offer, up to an aggregate nominal amount of £3,847,460 (as reduced by allotments under paragraph (a) of Resolution 15) representing approximately two-thirds (66.6%) of the Company's existing issued share capital and calculated as at 16 June 2026 (being the latest practicable date prior to publication of this Notice).

The authority sought under Resolution 15 is in line with the Investment Association's Share Capital Management Guidelines issued in February 2023 (the "IA Guidelines").

Except for the allotment of relevant securities pursuant to the exercise of share options, the Directors have no present intention of issuing any shares. However, it is considered prudent to maintain the flexibility that this authority provides. This authority will expire at the end of the next annual general meeting or, if earlier, 15 months from the passing of Resolution 15, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred thereby had not expired.

Resolutions 16 and 17: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), the Act requires that these securities are offered first to shareholders in proportion to their existing holdings.

In light of the Company's acquisition strategy, the Board considers it desirable to have the flexibility permitted by institutional guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. These special resolutions therefore propose to seek such powers from shareholders. The Directors have no present intention to exercise these powers.

Apart from offers or invitations to shareholders in proportion to their existing holdings, Resolution 16 would be limited to allotments of new shares (or the sale of treasury shares) for cash: (i) up to a maximum aggregate nominal amount of £577,119 which represents 10% of the issued ordinary share capital of the Company as at 16 June 2026 (being the latest practicable date prior to publication of this Notice) and which could be used for any purpose; and (ii) up to an additional aggregate nominal value of £115,424 (being 20% of the maximum allotment allowed under Resolution 16(b) and therefore 2% of the issued ordinary share capital of the Company as at 16 June 2026 (being the latest practicable date prior to publication of this Notice)) for the purposes of any 'follow-on offer' to qualifying shareholders.

Resolution 17 additionally empowers the Directors to allot new shares (or sell treasury shares) for cash pursuant to the authority given by Resolution 15(a), without the shares first being offered to shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or a specified capital investment as defined in the Pre-Emption Group's 2022 Statement of Principles on Disapplying Pre-Emption Rights (the "2022 Guidelines"). The power under Resolution 17 is limited to: (i) up to an aggregate nominal amount of £577,119 which represents a further 10% of the issued ordinary share capital of the Company as at 16 June 2026 (being the latest practicable date prior to publication of this Notice); and (ii) up to an additional aggregate nominal amount of £115,424 (being 20% of the maximum allotment allowed under Resolution 17(a) and therefore a further 2% of the issued ordinary share capital of the Company as at 16 June 2026 (being the latest practicable date prior to publication of this Notice)) for the purposes of any 'follow-on offer' to qualifying shareholders.

The 2022 Guidelines introduce the concept of 'follow-on' offers to help existing retail investors to participate in equity issues. The Board confirms that it intends to follow the shareholder protections set out in Part 2B of the 2022 Guidelines and, for any follow-on offers made, the expected features set out in paragraph 3 of Part 2B of the 2022 Guidelines, as far as practicable.

The maximum nominal amount that can be issued in follow-on offers under Resolutions 16 and 17 is £230,848. This amount is in addition to the amounts for which a power is sought for general purposes and for acquisitions and specified capital investments described above, and, in total, is equivalent to 4% of the total issued ordinary share capital of the Company as at 16 June 2026 (being the latest practicable date prior to publication of this Notice).

These powers will expire on the date of the next annual general meeting of the Company (or, if earlier, 15 months from the passing of each Resolution) save that the Company may before such expiry 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 powers conferred thereby had not expired.

The Directors will have due regard to the 2022 Guidelines in relation to any exercise of these powers. The figures of 10% and up to 2% of the issued ordinary share capital of the Company set out in each of Resolutions 16 and 17 reflect the 2022 Guidelines.

Resolution 18: Purchase of the Company's own shares

Pursuant to Section 701 of the Act, this special resolution seeks authority from shareholders for the Company to make market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares of 2.5p provided that:

- (i) the maximum number of ordinary shares which may be purchased is 23,084,760 ordinary shares, an aggregate nominal amount of £577,119 which is equivalent to 10% of the Company's issued ordinary share capital at 16 June 2026 (being the latest practicable date prior to publication of this Notice);
- (ii) the minimum price which may be paid for each ordinary share is 2.5p; and the maximum price which may be paid for each ordinary share shall be the higher of: (a) 105% of the average of the middle market quotations for an ordinary share in the Company for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (b) the higher of the price quoted for: (1) the last independent trade of; and (2) the highest current independent bid for any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority will expire at the end of next year's annual general meeting or 15 months from the passing of this Resolution, whichever is the sooner.

As at 16 June 2026 (being the latest practicable date prior to publication of this Notice), the total number of options over shares that were outstanding under all of the Company's share option plans was 7,471,969, which if exercised would represent 3.24% of the Company's issued share capital at that date (excluding treasury shares). If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of outstanding options could potentially represent 3.60% of the issued share capital of the Company (excluding treasury shares). There are no warrants outstanding.

The Directors believe that the ability of the Company to buy its own shares, if, in the Directors' opinion, market prices do not reflect the Company's worth, will be in the best interests of the Company and its shareholders. The Company is currently (at the date of this AGM Notice) conducting a share buyback programme, which is expected to complete prior to the date of the AGM. Resolution 18 seeks to renew the authority for the Company to make market purchases of its own ordinary shares so that the Board retains flexibility to continue share repurchases, should it consider this appropriate, following expiry of the current authority. The Directors have no present intention to exercise this authority and intend to exercise this power only if they believe the effect of such purchases will increase earnings per share. Appropriate gearing levels and the overall financial position of the Company is taken into account before deciding on this course of action. In the event that shares are purchased, they may either be cancelled (and the number of shares in issue will be reduced accordingly) or, in accordance with the Act, be retained as treasury shares.

Resolution 19: Notice of general meetings

The Act requires the notice period for general meetings of the Company to be at least 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days.

Resolution 19 will be proposed as a special resolution to obtain the necessary shareholder approval for that shorter notice period. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The flexibility offered by this Resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting. Please note that in accordance with the Act, in order to be able to call a general meeting on less than 21 clear days' notice, the Company will make a means of electronic voting available to all shareholders for that meeting. Annual general meetings will continue to be held on at least 21 clear days' notice.

Appendix - Summary of the principal terms of the GBG Share Incentive Plan (SIP)

The SIP is an all-employee share ownership plan designed to satisfy the requirements of applicable tax legislation so that ordinary shares ("Shares") in the Company can be provided to employees in a tax-efficient manner. The SIP will be administered by the Board of the Company or a Committee appointed by the Board, and references in this summary to the Board shall be read accordingly.

Eligibility

Each time that the Board decides to operate the SIP, all UK resident tax-paying employees of the Company and its subsidiaries participating in the SIP must be offered the opportunity to participate. Other employees within the Company's group (the "Group") may be permitted to participate at the Board's discretion. Employees who are invited to participate may be required to complete a minimum qualifying period of employment determined by the Board.

Form of award

Under the SIP, eligible employees may be: (i) awarded up to £3,600 of Shares free of charge in any tax year ("Free Shares"); (ii) offered the opportunity to buy Shares of up to £1,800 in any tax year using pre-tax salary deductions ("Partnership Shares"); (iii) given up to two Free Shares ("Matching Shares") for each Partnership Share bought; and/or (iv) allowed or required to purchase Shares using any dividends received on Shares held under the SIP ("Dividend Shares").

The Board may determine that different limits apply in the future if the relevant legislation is amended.

SIP Trust

The SIP will operate through a UK resident trust (the "SIP Trust"). The trustee of the SIP Trust purchases or subscribes for Shares that are awarded to or purchased on behalf of participants in the SIP. A participant will be the beneficial owner of any Shares held on their behalf by the trustee of the SIP Trust.

Overall limit

Awards may be satisfied with newly issued Shares, treasury Shares or Shares purchased in the market. In any 10-year period, the number of Shares which may be issued under the SIP and under any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Free Shares

There will be a holding period of between three and five years (the precise duration to be determined by the Board) during which a participant cannot withdraw Free Shares from the SIP Trust unless the participant leaves employment. The Board, in its discretion, may provide that Free Shares will be forfeited if the participant ceases employment other than because of injury, disability, redundancy, retirement, the sale of the participant's employing company or business out of the Group, or death (each a "Permitted Reason").

Partnership Shares

The Board may allow an employee to use pre-tax salary to buy Partnership Shares at their then market value. Alternatively, deductions can be accumulated for up to 12 months (the "Accumulation Period"). In this case, Shares will be acquired on behalf of employees within 30 days of the end of the Accumulation Period. The SIP rules provide for Shares to be acquired by reference to: (i) market value at the start of the Accumulation Period; (ii) market value on the date of acquisition; or (iii) the lower of the two. Once acquired, Partnership Shares may be withdrawn from the SIP by the participant at any time. Partnership Shares will not be subject to forfeiture.

Matching Shares

The Board may, in its discretion, offer Matching Shares free of charge to an employee who has purchased Partnership Shares. There will be a holding period of between three and five years (the precise duration to be determined by the Board) during which a participant cannot withdraw Matching Shares from the SIP Trust unless the participant leaves employment. The Board may, in its discretion, provide that Matching Shares will be forfeited if the participant ceases employment other than for a Permitted Reason or if the participant withdraws the related Partnership Shares.

Dividend Shares

Dividend Shares must be held in the SIP Trust for no less than three years, unless the participant leaves employment.

Corporate events

In the event of a takeover, participants will be able to direct the trustee of the SIP Trust as to how to act in relation to their Shares held under the SIP. In the event of an internal reorganisation, any Shares held in the SIP Trust on behalf of participants may be replaced by equivalent shares in a new holding company.

Variation of capital

Shares acquired on a variation of the share capital of the Company will usually be treated in the same way as the Shares acquired or awarded under the SIP in respect of which the rights were conferred, and as if they had been acquired or awarded at the same time. In the event of a rights issue, participants will be able to direct the trustee of the SIP Trust as to how to act in respect of their Shares held under the SIP.

Amendment, termination and further terms of the SIP

The Board may amend the SIP at any time, provided that the approval of the Company's shareholders in general meeting will be required for any amendments to the advantage of participants relating to eligibility, limits, limitations on the number or amount of Shares subject to the SIP, the maximum entitlement for any participant, the basis for determining a participant's entitlement to, and the terms of, the Shares to be provided under the SIP and the impact of any variation of capital to become effective. However, any minor amendment to benefit administration, to take account of legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without shareholder approval. In addition, no amendment to the material disadvantage of existing rights of participants may be made unless every affected participant has been invited to indicate whether they approve the amendment and approved by a majority of participants who respond.

Benefits acquired under the SIP will not form part of pensionable earnings.

The SIP will terminate on the date the Board decides, although the SIP Trust will terminate 125 years after the original date of the trust deed. Once the SIP has been terminated, no further Shares can be awarded and a process must be followed to remove all the Shares from the SIP Trust.

Documents available for inspection

A copy of the draft rules of the SIP will be available for inspection through the FCA's National Storage Mechanism at <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism> from the date of this Notice. They will also be available at the place of the AGM for at least 15 minutes prior to and until the conclusion of the meeting.

Notes

1. Appointment of proxies

A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in their place. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Registrar on +44 (0) 371 384 2030. Lines are open from 8:30 a.m. to 5:30 p.m. Monday to Friday, excluding public holidays in England and Wales. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy. This will ensure that your vote will be counted even if you are unable to attend.

2. Online proxy voting

You can register your proxy appointment and voting instructions by going to Equiniti's Shareview website, www.shareview.co.uk, and logging into your Shareview Portfolio. To register for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information.

3. CREST proxy voting

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. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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 (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's Registrar, Equiniti (CREST participant ID RA19), by 10:00 a.m. on Friday 17 July 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International 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, 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.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

4. Return date for proxies

To be effective a proxy form must be deposited with the Registrar to the Company not less than 48 hours before the time fixed for the AGM (excluding non-working days), i.e. by 10:00 a.m. on Friday 17 July 2026.

5. Documents available for inspection

Copies of: (i) service contracts of the Directors of the Company; and (ii) the SIP rules are available to members for inspection on request. Requests should be sent by email to Governance@gbg.com.

6. Information about shares and voting

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 16 June 2026 (being the latest practicable date prior to publication of this document) is 230,847,597 each with a nominal value of 2.5p and carrying one vote each. The Company currently holds no shares in treasury. Therefore, the total number of votes exercisable as at 16 June 2026 (being the latest practicable date prior to publication of this document) is 230,847,597.

7. Record date for voting

Only members whose names appear on the register of members of the Company on Friday 19 July 2026 at 6:30 p.m. or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting (excluding non-working days) shall be entitled to attend the AGM or the adjourned meeting either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast at the AGM or any adjourned meeting. Changes to the register after the close of business on the relevant date shall be disregarded in determining the rights of any person to attend or vote at the AGM or any adjourned meeting.

8. Voting by corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

9. Information rights

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

10. Shareholders' rights and proxies

The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

11. Shareholders' right to ask questions

A member attending the AGM has the right, as if section 319A of the Act applied to the Company, to ask questions in relation to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

As noted above, the Company strongly encourages shareholders to submit any questions relating to the business of the meeting that they would like to have answered at the AGM by emailing them at Governance@gbg.com in advance, so as to be received no later than 10:00 a.m. on Monday 20 July 2026.

12. Copy of Notice available on website

A copy of this Notice, and other information required by section 311A of the Act, can be found at <https://www.gbg.com/agm/>.

Director biographies

Richard Longdon - Chair

Appointment date: September 2022

Experience and skills

Richard has had a highly successful career in the technology sector. He spent 33 years with AVEVA Group, where he was Chief Executive Officer for 17 years, and has held a number of Non-Executive Director and Chair roles since. Richard's previous non-executive positions with UK-listed businesses include roles as Chair of Ideagen Plc and Rovco Ltd, and senior independent non-executive board positions at Alfa Financial Plc and Fidessa Plc. He works with businesses in the private markets and has previously served as a Non-Executive Chair at Process Systems Enterprise Ltd and Non-Executive Director at Prometheus Inc.

Current appointments

Richard is serving as Chair of Causeway Technologies Ltd, in addition to Non-Executive Board Director at Ideagen Ltd.

Dev Dhiman - Chief Executive

Appointment date: January 2024

Experience and skills

Dev joined GBG in 2020 as Managing Director, Asia Pacific. Under his strong leadership the region experienced significant growth in terms of footprint, customers, products and team. Prior to joining GBG, Dev spent 12 years at Experian, where he held a variety of senior positions across its EMEA and APAC businesses. Dev brings significant international experience having operated and led teams in more than 30 markets. He trained as a Chartered Accountant with Deloitte, where he spent three years, and holds a bachelor's degree in economics from the University of Nottingham.

Current appointments

Dev has no external appointments.

David Ward - Chief Financial Officer

Appointment date: July 2021

Experience and skills

David has over 10 years of technology company board-level experience. He joined GBG as CFO in May 2021 and was appointed to the Board in July 2021. Prior to joining GBG, David spent 10 years, including 2 years as CFO, at AVEVA Group, the global industrial software company. He led the finance, legal and commercial operations teams and was heavily involved in the M&A and integration that delivered significant value to shareholders and lifted AVEVA to the FTSE 100. David trained as a Chartered Accountant with Ernst & Young, where he spent 14 years. He holds a bachelor's degree in economics and accounting and is a Fellow of the Institute of Chartered Accountants in England and Wales.

Current appointments

David has no external appointments.

Liz Catchpole - Senior Independent Non-Executive Director

Appointment date: September 2017

Experience and skills

Liz has over 20 years' executive board-level experience. Her career started in insurance with a subsidiary of GE Capital where she worked for 17 years and was then CFO of Swiss Re Life and Health. Liz has over 10 years' non-executive board experience and has previously held a number of other non-executive appointments including FTSE-listed bwin.party and British Gas, where she was also Audit Chair. Until December 2023 she was Independent Non-Executive Director and Audit Chair at Investec Wealth, and until March 2026 served as Independent Chair of tp bennett, a UK architectural and design practice. Liz is a Chartered Certified Accountant and holds an MBA from Cranfield University.

Current appointments

Liz is currently Independent Non-Executive Director and Risk Chair at Asta, the leading third-party managing agent at Lloyd's of London, and Independent Non-Executive Director and Chair of the Audit & Risk Committee of McGill and Partners Ltd.

Bhav Singh - Independent Non-Executive Director**Appointment date: November 2021****Experience and skills**

Bhav is the founder and Chief Executive Officer of Sandbox Group, a leading digital learning company with properties across the US, the UK, Europe and Brazil. Prior to founding Sandbox in 2015, Bhav built and scaled high-growth businesses as President and Chief Executive Officer of Pearson English and as Managing Director and Executive Vice President of the emerging markets group at Paramount Global (previously ViacomCBS). Bhav has also held senior roles across digital, general management and business development with Manchester United, IMG and Discovery Communications.

Current appointments

Bhav is Chief Executive Officer of Sandbox Group and serves as Non-Executive Director at BBC Commercial. He is a member of the World Economic Forum and an alumni of Young Global Leader (YGL), a nomination he received in 2009.

Michelle Senecal de Fonseca - Independent Non-Executive Director**Appointment date: May 2024****Experience and skills**

Michelle has over 30 years of experience in the international telecommunications and technology sectors. Her executive career has included being the Global Director of Cloud and Hosting Services at Vodafone and Global Vice President, Cloud Innovation Strategic Partnerships at Citrix Systems. Michelle has previously worked at the European Bank for Reconstruction and Development where she managed the telecom, media and technology banking team. She was previously a Senior Independent Director at Alphawave IP Group plc, where she also served as Chair of the Remuneration Committee. Michelle holds a bachelor of science degree in business and political science from the University of Kansas and an MBA from the Thunderbird School of Global Management.

Current appointments

Michelle is the CEO of Redcentric plc. She is co-founder and Board member of the networking group Women in Telecoms and Technology, a UK not-for-profit organisation, a global council member at Thunderbird School of Global Management in Phoenix, Arizona, and on the Board of Trustees for Arizona State University Global Foundation.

Information about the Annual General Meeting

How to get there

The venue is located within The Foundation, Herons Way, Chester Business Park, Chester CH4 9GB. The venue can be accessed by:

- Car: Chester Business Park is 1.5 miles south of Chester city centre. From the A55, follow signs for A483 Chester/Wrexham and take the exit for Chester Business Park. The Foundation is located at the entrance of the Business Park at the junction of A483 (Wrexham Road) and Herons Way.
- Train: Nearest station: Chester Railway Station, approx. 2 miles from Chester Business Park. Frequent services run from Liverpool, Manchester, North Wales, Crewe and national connections.
- Bus: From Chester Station to Chester Business Park: A regular bus service runs between Chester and Wrexham, stopping at Chester Business Park. Once inside the park, The Foundation is a short walk along Herons Way.

Attending the meeting and what to bring

Please bring your attendance card with you. It will confirm your right to attend, speak and vote and will speed up your admission to the AGM. Please be advised that if you own shares through a nominee account, you will be required to provide the Company with a letter from the nominee confirming your shareholding. If you are unable to obtain this letter we cannot guarantee that you will be able to vote at the AGM.

Accessibility

The office is fully accessible.

Shareholder enquiries

The address and contact details for the Company's Registrar, Equiniti, are Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Tel: +44 (0) 371 384 2030