

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the action you should take, it is recommended that you seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom of Great Britain and Northern Ireland ("UK" or "**United Kingdom**"), or, if you reside elsewhere, another appropriately authorised financial adviser. If you have recently sold or transferred your ordinary shares of nominal value 0.5 pence each ("**Ordinary Shares**") in the capital of Cerillion plc (the "**Company**" or "**Cerillion**"), you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of the Company is 25 Bedford Street, London, England, WC2E 9ES. Registered in England & Wales with company number 09472870.

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# CERILLION PLC

## Notice of 2026 Annual General Meeting

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The Company is utilising the provisions in its articles of association ("**Articles**") to convene and hold this year's 2026 Annual General Meeting (the "**AGM**") as a virtual meeting, which is explained in the letter from the Non-executive Chairman of the board of directors ("**Board**" or the "**Directors**") of the Company on pages 1 to 5 of this document ("**Circular**"). This letter sets out how the meeting will be conducted and also recommends voting in favour of the resolutions to be proposed at the AGM.

Notice of the Cerillion AGM, to be held virtually at 9.00 a.m. on Thursday 19 February 2026 is set out at the end of this Circular ("**Notice of AGM**"). Shareholders are encouraged to lodge their proxy forms online by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Alternatively, you will find enclosed with this Circular a form of proxy ("**Form of Proxy**") for use at the AGM, which should be completed in accordance with the instructions printed thereon and returned to the Company's registrar ("**Registrar**") Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. Shareholders who hold their shares through CREST may appoint a proxy or proxies through the CREST electronic proxy appointment service. Further details are given in the shareholder notes to the Notice of the AGM. Shareholders are strongly encouraged to submit a form of proxy to appoint the chairman of the meeting ("**Chairman**") or another duly nominated person as their proxy, by following the instructions in the notes to the Notice of AGM. All voting at the AGM will be conducted by way of a poll. Holders of Ordinary Shares ("**Shareholders**") should therefore submit their proxy instructions as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the virtual meeting formally concludes. The Form of Proxy must be received by 9.00 a.m. on 17 February 2026.



# LETTER FROM THE NON-EXECUTIVE CHAIRMAN

## CERILLION PLC

*(Incorporated and registered in England & Wales with company number 09472870)*

**Directors:**

Alan Howarth	<i>Non-executive Chairman</i>
Louis Hall	<i>Chief Executive Officer</i>
Andrew Dickson	<i>Chief Financial Officer</i>
Guy O'Connor	<i>Non-executive Director</i>
Mike Dee	<i>Non-executive Director</i>

**Registered office:**

25 Bedford Street
London
England
WC2E 9ES

9 January 2026

Dear Shareholder,

### Notice of AGM

I look forward to welcoming you at the AGM of Cerillion on 19 February 2026, to be held virtually. The AGM is scheduled to take place at 9.00 a.m.

In order to allow maximum Shareholder participation and to save unnecessary cost and travelling, the Company is invoking certain of the meetings provisions in the Articles to hold the AGM as a virtual meeting. Shareholders should note that the platform which we use for general meetings and AGMs allows full participation by Shareholders and does not make attendance dependent on a willingness to travel to a specified venue (which will always be inconvenient for many, whichever location is chosen). I must stress that we strongly encourage all Shareholder feedback, should you feel uncomfortable raising a question in a live forum, please do not hesitate to email us in advance and we will do our best to ensure that the matter is addressed at the AGM.

### Process for the AGM

#### 1. Before the AGM

In the usual way, we ask and encourage Shareholders to vote for the AGM resolutions (each, a "**Resolution**" and together, the "**Resolutions**") by appointing the Chairman as their proxy. Accordingly, Shareholders are encouraged to complete the enclosed Form of Proxy and return it by email to [company.secretary@cerillion.com](mailto:company.secretary@cerillion.com) or by post to the Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or in the case of shares held through CREST, via the CREST system, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 9.00 a.m. on 17 February 2026, Shareholders may also lodge their proxy forms online by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

In accordance with the Articles, all of the voting at the AGM will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the Ordinary Shares that you hold.

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

#### 2. On the day of the AGM

The AGM is scheduled to take place at 9.00 a.m. on 19 February 2026.

To join the AGM type (or paste) the following web address into your web browser:

<https://meetmeinthecloud.zoom.us/j/84676273309?pwd=HdjWaPuaN8tuFMBdnct8Jn5gJJiAj3.1>

You will be asked to enter a password to gain access to the AGM. This code can be found in the explanatory notes section of your Form of Proxy. Please detach and keep this portion of the Form of Proxy before returning the Form of Proxy.

When the AGM opens at the appointed time, you will be able to see and hear the Chairman of the AGM. The Chairman of the AGM will open the AGM and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions to the AGM. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the AGM. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman of the AGM will then formally put the Resolutions to the AGM and advise of the proxy votes received in advance.

The AGM will then formally close.

During the AGM you will see a poll card being uploaded (which you can then download) and you will then have the option to submit the electronic poll card to record your vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step.**

The voting facility will switch off 30 minutes after the close of the AGM.

The results of the AGM will be announced by a Regulatory News Service and posted to the Company's website [www.cerillion.com](http://www.cerillion.com) on or immediately after the day of the AGM. The full poll results will also be published on this website at the same time.

### **Shareholder questions**

We will continue to offer Shareholders the opportunity to ask questions relating to the business of the AGM by email. Please submit any questions you may have which relate to the business of the AGM by email to [company.secretary@cerillion.com](mailto:company.secretary@cerillion.com) with the subject line "AGM Question".

If you choose to submit a question, we will confirm to you at least 48 hours in advance of the AGM that the question will be addressed. Unless you specifically request otherwise, the Chairman of the AGM will put your question to the AGM and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the AGM in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the AGM for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

### **Business of the AGM**

The Resolutions to be proposed at the AGM are summarised below.

Resolutions 1 to 9 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than 50% of the votes cast must be in favour of the Resolution.

Resolutions 10 to 12 are 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.

*Resolution 1: Directors' Report and accounts for the year*

Under Resolution 1, Shareholders will be asked to receive and adopt the accounts and the reports of the Directors and auditors for the year ended 30 September 2025 (the "**2025 Annual Report and Financial Statements**"). A copy of the 2025 Annual Report and Financial Statements is enclosed, unless you have agreed to receive shareholder communications electronically, and is also available on the Company's website, [www.cerillion.com](http://www.cerillion.com).

*Resolution 2: Directors' Remuneration Report*

In accordance with section 439 of the Companies Act 2006 ("**CA 2006**"), the Directors are required to seek the separate approval of Shareholders for the Directors' remuneration report contained in the 2025 Annual Report and Financial Statements ("**Directors' Remuneration Report**"). The Directors' Remuneration Report gives details of the Directors' remuneration for the year ended 30 September 2025. The Directors' Remuneration Report includes: a statement from the chairman of the Company's remuneration committee, the components of the executive Directors' remuneration and the components of the Non-executive Directors' fees. The Remuneration Committee, which assisted the Directors in the preparation of the Directors' Remuneration Report, has unanimously approved it, along with the rest of the Directors.

*Resolution 3: Declaring a Final Dividend*

The Directors are recommending a final ordinary dividend of 10.6 pence (£0.106) per Ordinary Share, for the year ended 30 September 2025 ("**Final Dividend**"). If Shareholders approve the Final Dividend, it will be paid on 24 February 2026 to Shareholders on the register of members of the Company at 6.00 p.m. on 16 January 2026.

*Resolutions 4, 5, and 6: Resignation and re-election of Directors*

Under the Articles, certain Directors must retire and may offer themselves for re-appointment. As each of Mike Dee, Alan Howarth and Guy O'Connor, being Directors who are not Executive Directors, have held office for a continuous period of nine years at the date of the AGM, they will each retire at the AGM and offer themselves for re-appointment, in accordance with Article 41.1(c) of the Company's Articles.

Biographical details of each of the Directors are contained on page 16 of the 2025 Annual Report and Financial Statements.

*Resolution 7: Appointment of auditors and remuneration of auditors*

The Company is required at each annual general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Accordingly, Resolution 7 proposes the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors. The Board, on the recommendation of the audit committee, proposes that PricewaterhouseCoopers LLP should be reappointed. It is standard practice for a Company's Directors to be authorised to fix the auditor's remuneration and shareholders' approval to do so is also sought in this Resolution 7.

*Resolution 8: Political donations*

Neither the Company nor any of its subsidiaries have made any donations in the year ended 30 September 2025 and it is the Company's current policy not to do so. However, the CA 2006 defines political donations and expenditure very widely and, as a result, in certain circumstances, donations intended for charitable or similar purposes may be regarded as political in nature.

In order to comply with these obligations and to avoid any inadvertent infringement of the CA 2006, the Directors consider it prudent to seek Shareholders' approval for a general level of donation and/or expenditure. Resolution 8 seeks authority for the Company to make political donations or to incur political expenditure not exceeding £5,000 in total during the period from 19 February 2026, the date of the AGM, until the conclusion of the annual general meeting held in 2027, or, if earlier, 15 months after the date of the passing of this Resolution.

*Resolution 9: Authority to allot Ordinary Shares*

Resolution 9 is to renew the general authority to allot shares given to the Directors at the last annual general meeting. Paragraph 9(a) of the Resolution will give the Board general authority to allot shares up to an aggregate nominal amount of £49,244.26. This represents approximately one-third of the Company's issued Ordinary Share capital as at the date of this Circular. Paragraph 9(b) of the Resolution will give the Directors authority to allot up to an additional aggregate nominal amount of £49,244.26, in connection with a pre-emptive offer to existing Shareholders by way of a rights issue (with exclusions to deal with fractional entitlement to shares and overseas Shareholders to whom the rights issue cannot be made due to legal and practical problems).

*Resolutions 10 and 11: Disapplication of pre-emption rights*

The CA 2006 requires that equity securities that are to be allotted for cash must first be offered to existing Shareholders on a pre-emptive basis in accordance with the requirements of section 561(1) of CA 2006. In accordance with normal practice, the Directors are proposing Resolutions 10 and 11 as special resolutions to disapply the provisions of section 561(1) in relation to certain share issues.

Resolution 10 will, if passed, empower the Directors to allot equity securities for cash (which includes the sale of any treasury shares) otherwise than in accordance with the statutory pre-emption requirements either (a) in connection with a rights issue, open offer, or other pro rata offer, or (b) otherwise up to a maximum nominal amount of £14,773.28 which represents approximately 10% of the Company's issued Ordinary Share capital as at the date of this Circular.

Resolution 11 will, if passed, empower the Directors to allot equity securities for cash up to an aggregate nominal amount of £14,773.28 (which represents approximately 10% of the Company's issued Ordinary Share capital as at the date of this Circular). Such allotment will be used only for the purposes of financing (or refinancing, if the authority is used within twelve months after the original transaction) a transaction that the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Circular.

The Directors intend to follow the provisions of the Statement of Principles issued by The Pre-Emption Group (as updated in 2022) in respect of the allotment of shares on a non-pre-emptive basis pursuant to the authorities in Resolutions 10 and 11.

The authorities conferred by Resolutions 10 and 11 will expire at the conclusion of the Company's annual general meeting in 2027, or, if earlier, 15 months after the date of the passing of these Resolutions. It is the Directors' intention to seek the renewal of this authority annually.

*Resolution 12: Authority to purchase own shares*

Resolution 12, which is being proposed as a special resolution, gives the Company authority to make on-market purchases of its issued Ordinary Share capital. The authority is limited to the maximum of 2,954,656 Ordinary Shares, representing approximately 10% of the Company's issued Ordinary Share capital as at the date of this Circular and details the minimum and maximum prices that can be paid. The authority will expire at the conclusion of the annual general meeting in 2027, or if earlier, 15 months after the date of the passing of the Resolution.

The Directors consider it desirable to have an authority to purchase shares in place so as to provide flexibility in the management of the Company's capital resources. The authority will be exercised only if the Directors believe that the purchase would increase earnings per share and would be for the benefit of the Shareholders generally, and specifically in order to satisfy the exercise of options under the Company's employee option schemes without causing additional dilution to existing Shareholders. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

The Company has the option of holding shares purchased under the authority as treasury shares as an alternative to cancelling them. Treasury shares can be subsequently cancelled, sold for cash or used for the purposes of employee share schemes. No dividends are paid on shares that are held in treasury and no voting rights attach to treasury shares.

The Directors would consider holding as treasury shares any Ordinary Shares that the Company may repurchase pursuant to the authority proposed to be conferred by Resolution 12. The Directors believe that the ability to hold such shares as treasury shares will provide the Company with increased flexibility in managing its share capital.

As at the date of this Circular, there were the following outstanding options to subscribe for Ordinary Shares in the capital of the Company:

- 45,000 options under the Company's Long-Term Incentive Plan representing approximately 0.152 per cent of the Company's issued share capital (excluding treasury shares); and
- 48,331 options under the Company's Save As You Earn scheme representing approximately 0.164 per cent of the Company's issued share capital (excluding treasury shares).

If the authority to purchase the Company's shares proposed to be conferred by Resolution 12 were to be exercised in full, these options would represent (in aggregate) approximately 0.287 per cent of the Company's issued Ordinary Share capital (excluding treasury shares).

The Company currently holds 38,084 Ordinary Shares in treasury.

#### **Appointing a proxy**

As stated above, all Shareholders are requested (whether or not they intend to be present at the AGM) to appoint a proxy. Appointment of a proxy will not prevent you from attending, speaking and voting at the AGM, should you wish to do so.

If you are unable to attend the AGM, but would like to vote on the Resolutions please appoint a proxy. To appoint a proxy you should complete the Form of Proxy sent to you with this Circular and return it (together with any power of attorney or other authority under which it is signed, or a certified copy of such document) by email to [company.secretary@cerillion.com](mailto:company.secretary@cerillion.com) or by post to the Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or in the case of shares held through CREST, via the CREST system, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 9.00 a.m. on 17 February 2026, Shareholders may also lodge their proxy forms online by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

#### **Recommendation**

The Directors consider that all the Resolutions set out in the Notice of AGM are in the best interests of the Company and Shareholders as a whole and unanimously recommend that you vote in favour of each of these Resolutions, as each of the Directors intends to do in respect of his own beneficial holding of shares in the Company, which amount, in aggregate to 5,949,266 Ordinary Shares representing approximately 20.1% of the issued share capital of the Company.

Yours faithfully,

Alan Howarth  
Chairman

# CERILLION PLC

*(Incorporated and registered in England & Wales with company number 09472870)*

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the annual general meeting ("AGM") of Cerillion plc (the "Company") will be held virtually on 19 February 2026, commencing at 9.00 a.m., for the transaction of the following business.

The board of directors of the Company (the "Directors"; the "Board") considers that all the Resolutions are in the best interests of the Company and its shareholders as a whole and recommends that shareholders vote in favour of these Resolutions. Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10 to 12 will be proposed as special resolutions.

### Ordinary Resolutions

1. To receive and adopt the Directors' report and the audited accounts for the year ended 30 September 2025, together with the report of the auditors.
2. To approve the Directors' Remuneration Report for the year ended 30 September 2025 set out in pages 18 to 22 of the Directors' report and the audited accounts for the year ended 30 September 2025.
3. To declare a final dividend of 10.6 pence (£0.106) per ordinary share for the period ended 30 September 2025.
4. To re-appoint Mike Dee, who retires and offers himself for re-appointment as a Director of the Company.
5. To re-appoint Alan Howarth, who retires and offers himself for re-appointment as a Director of the Company.
6. To re-appoint Guy O'Connor, who retires and offers himself for re-appointment as a Director of the Company.
7. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company in accordance with section 489 of the Companies Act 2006 (the "Act") to hold office until the conclusion of the annual general meeting of the Company in 2027 and to authorise the Directors to determine the remuneration of the auditor of the Company.
8. That in accordance with section 366 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised:
  - (a) to make political donations to political parties or independent election candidates;
  - (b) to make political donations to political organisations other than political parties; and/or
  - (c) incur political expenditure in a total aggregate amount not exceeding £5,000,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2027 or on 19 May 2027, whichever is the earlier. For the purposes of this resolution the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Act.

9. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Act, in substitution for all subsisting authorities to the extent unused and without prejudice to any allotments of shares already made or offered or agreed to be made pursuant to the terms of any prior authorities conferred on them, to exercise all of the powers of the Company to exercise, and to

delegate to any duly constituted committee of the Directors, all the powers of the Company to allot shares in the Company ("Shares") and grant rights to subscribe for, or to convert any security into, Shares ("Rights"):

- (a) up to an aggregate maximum nominal amount of £49,244.26; and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £49,244.26 in connection with an offer by way of a rights issue (as defined in the Listing Rules issued by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000 (as amended)):
  - (ii) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such Shares; and
  - (iii) to holders of other securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange,

provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 19 May 2027 save that the Company may before such expiry make offers or agreements that would or might require Shares to be allotted or Rights to be granted after such expiry and the Directors may allot Shares and grant Rights in pursuance of any such offers or agreements as if the authority conferred hereby had not expired and all unexercised authorities previously granted to the Directors to allot Shares or grant Rights be and are hereby revoked.

#### **Special Resolutions**

10. That if the Resolution numbered 9 in the notice of the AGM is passed, the Directors are empowered in accordance with section 570 and section 573 of the Act to, and to delegate to any duly constituted committee of the Directors the power to, allot equity securities (as defined in section 560 of the Act) for cash, either pursuant to the authority conferred by such resolution or by way of a sale of treasury shares, as if section 561(1) of that 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 any rights issue or open offer (as referred to in the Listing Rules published by the Financial Conduct Authority) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of the ordinary shares on the register on any fixed record date in accordance with the rights attached to such class, subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and
  - (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £14,773.28,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 19 May 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

11. That if the Resolution numbered 9 in the notice of the AGM is passed and in addition to any power contained in the Resolution numbered 10 in the notice of the AGM, the Directors are empowered in accordance with section 570 and section 573 of the Act to, and to delegate to any duly constituted committee of the Directors the power to, allot equity securities (as defined in the Act) for cash under the

authority given by such resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £14,773.28; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction that the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 19 May 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

12. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 0.5 pence each in the capital of the Company in such terms and in such manner as the Directors of the Company shall determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 2,954,656 (representing approximately 10% of the Company's issued ordinary share capital);
- (b) the minimum price (excluding expenses) that may be paid for such ordinary shares is 0.5 pence per ordinary share;
- (c) the maximum price (excluding expenses) that may be paid for an ordinary share shall not be more than five per cent above the average of the middle market quotations for an ordinary share as derived from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the conclusion of the annual general meeting in 2027, or on 19 May 2027, whichever is the earlier; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority that will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

By order of the Board

**Andrew Dickson**  
*Company Secretary*

Registered Office:  
25 Bedford Street  
London  
WC2E 9ES

Registered in England & Wales company number 09472870

9 January 2026

## Shareholder Notes

The following notes explain your general rights as a member and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

### *Attendance and members right to appoint a proxy*

1. The AGM will be held at 9.00 a.m. (London time) on 19 February 2026. The AGM will be a virtual meeting using an electronic meeting platform and will be conducted in accordance with the provisions for electronic meetings set out in the Articles.
2. To log into the remote meeting, you need to type or paste the following web address into your web browser:

<https://meetmeinthecloud.zoom.us/j/84676273309?pwd=HdjWaPuaN8tuFMBdnct8Jn5gJJiAj3.1>

You will be asked to enter a password to gain access to the AGM. This can be found in the explanatory notes section of your paper Form of Proxy or, if you have elected to receive electronic communications from the Company, in an email to be sent to you on the morning of the AGM. A separate email with the AGM link embedded in it will also be sent. Please check your spam folder or filter if you do not receive these emails.

3. The AGM will be held exclusively as a virtual meeting on 19 February 2026. The AGM is scheduled to start at 9.00 a.m. so please allow plenty of time to log into the meeting. The AGM is scheduled to be available for login at 8.45 a.m.
4. Only those members on the register as at 9.00 a.m. on 17 February 2026 (or, in the event of an adjournment, at 6.00 p.m. on the day which is two working days before the date fixed for the adjourned meeting) will be entitled to attend and vote at the meeting and they may only vote in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 9.00 a.m. on 17 February 2026 will be disregarded in determining the rights of any person to attend or vote at the meeting.
5. A member entitled to attend the meeting is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A member wishing to appoint more than one proxy should contact the Company's registrars, Computershare Investor Services plc. A proxy need not be a member of the Company. Appointing a proxy will not prevent a member from attending and voting at the meeting.
6. A member can appoint a proxy either:
  - (i) by completing and returning the paper form of proxy enclosed with this notice. Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled;
  - (ii) by logging on to investorcentre.co.uk/eproxy and following the instructions; or
  - (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 12 - 14 below.
7. To be valid, the Form of Proxy, voting instruction via investorcentre.co.uk/eproxy or any CREST Proxy Instruction (as described in notes 12 - 14 below), and any power of attorney or other authority under which it is signed (or a duly certified copy of such power or authority) must be sent by email to company.secretary@cerillion.com or deposited with the Registrar, Computershare Investor Services plc, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use of [investorcentre.co.uk/eproxy](http://investorcentre.co.uk/eproxy) carefully.

#### *Nominated persons*

9. The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (*nominated persons*). Nominated persons may have a right under an agreement with the registered shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.

#### *Corporate representatives*

10. Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Companies Act 2006. Pursuant to the Companies (Shareholders' Rights) Regulations 2009 (*SI 2009/1632*), multiple corporate representatives appointed by the same corporate Shareholder can vote in different ways provided they are voting in respect of different Ordinary Shares.
11. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the AGM as such Shareholder's proxy will need to ensure that both such Shareholder and their proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

#### *CREST*

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). 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.
13. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Computershare Investor Services (ID number 3RA50) by not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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 instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. 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(s), to procure that his 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.

*Total voting rights*

15. As at 7 December 2025 (being the latest practicable date prior to publication of this Circular), the Company's issued share capital consisted of 29,546,558 Ordinary Shares of 0.5 pence each, of which 38,084 were held in treasury. Each Ordinary Share, other than those held in treasury, carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 7 December 2025 was 29,508,474.
16. Voting on all resolutions at the meeting will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names.

*Information on website*

17. Further information regarding the meeting which the Company is required by Section 311A of the Companies Act 2006 to publish on a website in advance of the meeting (including this Notice of AGM), can be accessed at <https://www.cerillion.com>.

# Notes

# Notes

