

MEDIAZEST PLC
Company Number: 05151799

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2023 Annual General Meeting (“**AGM**”) of the Company will be held at Unit 9, Woking Business Park, Albert Drive, Woking, GU21 5JY on 31 March 2023 at 11.00 a.m. to consider and, if deemed fit, to approve resolutions 1 to 4 (inclusive) as ordinary resolutions and resolution 5 as a special resolution.

Ordinary Resolutions

1. To receive the report of the directors of the Company (the “**Directors**”) and the audited financial statements of the Company for the year ended 30 September 2022.
2. To re-appoint Nexia Smith & Williamson as auditors to the Company, to hold office until the conclusion of the next annual general meeting of the Company.
3. To authorise the Directors to determine the auditors’ remuneration.
4. THAT, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), the Directors be generally and unconditionally authorised in substitution for all existing authorities to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together “**Relevant Securities**”) up to an aggregate nominal amount of fifty-six thousand pounds (£56,000), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company’s next annual general meeting, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

5. THAT, subject to the passing of Resolution 4 above and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the general authority conferred on them by Resolution 4 or by way of a sale of equity securities held as treasury shares for cash, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record date as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, subject in each case to such exclusions or other arrangements as

the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

- (b) the allotment (otherwise than pursuant to paragraph (a) above), of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of fifty-six thousand pounds (£56,000),

and shall expire upon the expiry of the general authority conferred by Resolution 4 above (unless renewed, varied or revoked by the Company prior to or on that date), 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 any such offer or agreement as if the power conferred by this resolution had not expired.

BY ORDER OF THE BOARD
Geoff Robertson
Director
3 March 2023

Registered Office:
Unit 9, Woking Business Park
Albert Drive
Woking
Surrey GU21 5JY

Explanation of Resolutions

The following notes provide an explanation of the resolutions provided within the Notice:

ORDINARY RESOLUTIONS

Resolutions 1 – 4 inclusive are proposed as Ordinary Resolutions, meaning that a simple majority (i.e. more than 50%) of votes cast against the resolution are required to be in favour for the resolution to pass.

Resolution 1 – Receipt and Adoption of Reports and Accounts

The Companies Act 2006 requires the directors of a public company to lay the annual financial statements, the Directors' Report and the Independent Auditor's Report before the shareholders at a general meeting.

Resolution 2 – Re-appointment of Auditors

At or before the general meeting at which the annual accounts and reports are laid, the Company is required to appoint auditors to serve for the following financial year (1 October to 30 September inclusive). Resolution 2 is proposed to appoint the current auditors, Nexis Smith & Williamson LLP to serve until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 3 – Auditor's Remuneration

This resolution allows the Directors of the Company to set the remuneration for the appointed auditors.

Resolution 4 – Directors' Right to Allot Shares

The Company's articles of association allow the Directors to allot new shares provided an ordinary resolution confirming this is passed at a general meeting (as allowed for in the Companies Act 2006). A resolution was passed to this effect at the 2022 annual general meeting, which expired 15 months after the date that the resolution was passed. Resolution 4 seeks to renew this authority until the earlier of the conclusion of the next annual general meeting or the date which is 15 months after the passing of the resolution.

SPECIAL RESOLUTION

Resolution 5 is proposed as Special Resolution, meaning that at least 75% of votes cast against the resolution are required to be in favour for the resolution to pass.

Resolution 5 – Disapplication of Statutory Pre-Emption Rights

The Companies Act 2006 prescribes certain pre-emption rights under which, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings.

Under resolution 5, it is proposed that the Directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) without offering them first to existing shareholders in accordance with the statutory pre-emption rights.

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her. If a member is appointing more than one proxy, he or she will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed, and ensure that, taken together, the numbers of shares stated on the forms of proxy do not exceed his or her holding.
2. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
3. In the case of a corporation, the form of proxy must be expressed to be executed by the corporation and must be executed under its common seal or signed on its behalf by a duly authorised attorney or officer of the corporation.
4. Any corporation that 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.
5. You can register your vote(s) for the Annual General Meeting either:
 - by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form); or
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 10 to 13 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00 a.m. on 29 March 2023.
6. A proxy form for use in connection with the AGM is provided with this notice. If you do not have a proxy form and believe that you should, please contact the Company registrars, Share Registrars Limited by phone at +44 (0) 1252 821390, by e-mail at Enquiries@shareregistrars.uk.com, or by post at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. To direct your proxy how to vote on the resolutions mark the appropriate box with an “X”. To abstain from voting on a resolution, select the relevant “withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting. Your proxy must attend the meeting for your vote to be counted.
7. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the registrars of the Company, Share Registrars Limited by post or by hand at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX in accordance with the instructions printed thereon so as to be received not less than 48 hours (excluding any part of a day that is not a

working day) before the time of the meeting or any adjournment thereof. A form of proxy must be therefore received by 29 March 2023 at 11.00 a.m. to be valid.

8. To change your proxy instructions, you may return a new proxy form using the methods set out above. The deadline for receipt of proxy forms (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy form received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
9. The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent, Share Registrars Limited 7RA36 by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. 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.
13. 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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company’s register of members 48 hours (excluding any part of a day that is not a working day) before the time appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
15. As at 2 March 2023 (being the last business day before the publication of this notice), the Company’s issued share capital consisted of 1,396,425,774 ordinary shares carrying one vote each. The Company does not hold any ordinary shares in treasury. Accordingly, the total voting rights in the Company are 1,396,425,774.

