



Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting of the above named Company will be held at the Company's offices at Nettl of Birmingham Business Store, 37a Great Charles Street Queensway, Birmingham B3 3JY at 10:00 am on Tuesday 26 September 2023 for the following purposes:

ORDINARY BUSINESS

1. To receive the Company's Annual Accounts for the financial year ended 31 March 2023 together with the latest Directors' Report, the latest Directors' Remuneration Report and the Auditors' Report on those accounts.
2. To re-elect Iain Stewart Brown, who retires by rotation pursuant to article 32.1 of the Articles of Association of the Company and who, being eligible, offers himself for re-election as a Director.
3. To re-elect Matthias Siegfried Riechert, who was elected during the year and retires under article 32.1 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
4. To re-elect RSM UK Audit LLP as auditors of the Company.

SPECIAL BUSINESS

5. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

"THAT, in substitution for all existing and unexercised authorities and powers, the Directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the **Act**):

5.1. to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as **Relevant Securities**) up to an aggregate nominal value equal to 1/3 of the nominal value of the issued share capital of the Company immediately prior to the passing of this resolution to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the Articles of Association of the Company); and further

5.2. to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value equal to 2/3 of the nominal value of the issued share capital of the Company immediately prior to the passing of this resolution (such amount to be reduced by the nominal value of any Relevant Securities allotted pursuant to the authority in paragraph 5.1 above) in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of, any recognised regulatory body in any, territory

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities or equity securities (as the case may be) to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired."

6. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

"THAT, subject to and conditional upon the passing of the resolution numbered 5 and in substitution for all existing and unexercised authorities and powers, the Directors of the Company be authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 5 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

6.1. the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of, any recognised regulatory body in any territory; and

6.2. the allotment (otherwise than pursuant to sub-paragraph 6.1 above) of equity securities up to an aggregate nominal amount representing 15% of the issued share capital of the Company immediately prior to the passing of this resolution,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) 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 offer or agreement as if the power conferred by this resolution had not expired."

7. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

“THAT, for the purposes of section 701 of the Companies Act 2006, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 1p each in the capital of the Company (the **Ordinary Shares**) provided that the:

- (a) maximum number of Ordinary Shares which may be purchased is such number of Ordinary Shares as represent 15% of the issued share capital of the Company immediately prior to the passing of this resolution;
- (b) minimum price which may be paid for each Ordinary Share is 1 pence;
- (c) maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of The London Stock Exchange plc for the 5 business days immediately preceding the day on which the Ordinary Share in question is purchased;
- (d) authority, unless previously revoked or varied, conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024 or, if earlier, on the date which is 12 months after the date of the passing of this resolution; and
- (e) Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority which contract or contracts will or maybe 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.”

8. To consider and, if thought fit, upon the following resolution which will be proposed as a special resolution:

“THAT the name of the Company be changed to Software Circle Plc”.

BY ORDER OF THE BOARD



Richard Lightfoot
Secretary

Date: 31 August 2023

Registered office:

Focal Point, Third Avenue, The Village
Trafford Park, Manchester M17 1FG

NOTES:

1. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
2. A proxy may only be appointed using the procedures set out in these notes and the notes to the proxy form. In order for a proxy appointment to be valid, a proxy form must be completed. In each case the proxy form must be received by the Company's Registrars, Link Group, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.00 am on 22 September 2023. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.
3. In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's Registrars, Link Group, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.00 am on 22 September 2023.
4. The Company specifies that only those Shareholders of the Company on the register at close of business on 22 September 2023 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote.
5. Members can vote either:
 - 5.1. by logging on to www.signalshares.com and following the instructions; or
 - 5.2. by requesting a hard copy form of proxy directly from the Company's registrars, Link Group on Tel: +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales); or
 - 5.3. via the LinkVote+ app which allows users to submit a proxy appointment online and is available to download on the Apple App Store and Google Play; or
 - 5.4. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) of that meeting, by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's registrars, Link Group, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (whose CREST ID is RA10) by the latest time for receipt of proxy appointments specified in note 2 above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. If you are an institutional investor you may also 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. Proxies must be lodged by the latest time for receipt of proxy appointments specified in note 2 above in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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.
8. Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars prior to the commencement of the meeting.