

Notice of Annual General Meeting 9 October 2024

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or transferred all of your ordinary shares in Arcontech Group PLC, you should pass this document to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

ARCONTECH GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice of Annual General Meeting

Notice of the annual general meeting which has been convened for 10.00am on 9 October 2024 at the offices of the Company at 1st Floor, 11-21 Paul Street, London EC2A 4JU is set out at pages 5 and 6 of this document.

To be valid, proxy votes must be received by the Company's registrar, Link Group, as soon as possible and in any event no later than 10.00am on 7 October 2024.

ARCONTECH GROUP PLC

(Incorporated and registered in England and Wales under company number 4062416)

Registered Office

1st Floor

11-21 Paul Street

London EC2A 4JU

17 September 2024

To the Holders of Arcontech Group PLC Shares

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our annual general meeting (**AGM**) which we are holding at the Company's offices at 1st Floor, 11-21 Paul Street, London EC2A 4JU at 10.00am on 9 October 2024. The formal notice of the AGM is set out on pages 5 and 6 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please complete your proxy appointment using one of the methods detailed below. Please note that the Company's registrars, Link Group, must receive your proxy appointment no later than 10.00am on 7 October 2024.

Explanatory notes on all the business to be considered at this year's AGM can be found on pages 7 to 9.

Last year, to further reduce our environmental impact, shareholders were notified that we will be removing paper from the voting process for meetings in favour of a quicker and more secure method of voting online via our registrars' website; <https://investorcentre.linkgroup.co.uk/Login/Login>. If you have not already registered for the Link Investor Centre you will need your Investor Code, which can be found on your share certificate. Once registered you will be able to vote immediately.

In the event that you do require a hard copy form of proxy, or you do not know your Investor Code, you can request this from our registrar, Link Group, by emailing

shareholderenquiries@linkgroup.co.uk or calling them on 0371 664 0300 or, if calling from overseas, on +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. Link Group are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. If you complete a hard copy form of proxy, please ensure that you return it to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and no later than 10.00am on 7 October 2024.

Dividend

I am pleased to announce your Board proposes, subject to the approval of an ordinary resolution of shareholders at the AGM, to pay a dividend of 3.75 pence per share for the year ended 30 June 2024 to those shareholders on the register as at the close of business on 4 October 2024, with an ex-dividend date of 3 October 2024. If approved at the AGM, the dividend will be paid on 1 November 2024.

Buy back of shares

A special resolution is proposed to grant the Company authority to purchase its own ordinary shares in the market. The Directors will seek authority, to expire on 9 October 2025 or at the end of the annual general meeting in 2025 whichever is earlier, for the Company to purchase its own ordinary shares in the market up to a maximum of 1,337,281 ordinary shares having an aggregate nominal value of £167,160 being 10 per cent of the existing ordinary share capital in issue as at 16 September 2024 (being the latest practicable date prior to the publication of the AGM notice). The terms of this authority and its effect are described in the explanatory notes to the resolutions at the end of the AGM notice.

Recommendation

The board considers that all of the resolutions are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the board unanimously recommends that you vote in favour of all resolutions.

Yours Sincerely

Geoff Wicks

Chairman

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Notice of AGM posted to Shareholders	17 September 2024
Shares become ex-dividend	3 October 2024
Record date for dividend	4 October 2024
Latest time and date for receipt of Proxy Votes	10.00am on 7 October 2024
Annual general meeting	10.00am on 9 October 2024
Payment of dividend	1 November 2024

Notice of Annual General Meeting

ARCONTECH GROUP PLC

Company Number 4062416

NOTICE IS HEREBY GIVEN that the annual general meeting of Arcontech Group PLC (the “**Company**”) will be held at the Company’s offices, 1st Floor, 11-21 Paul Street, London EC2A 4JU at 10.00am on 9 October 2024 to consider, and if thought fit, pass the Ordinary and Special Resolutions specified below. Resolutions 1 to 5 will be proposed as Ordinary Resolutions and Resolutions 6 and 7 as Special

Resolutions:

Ordinary Business

That the following resolutions be considered as Ordinary Resolutions:

1. **THAT** the audited financial statements of the Company for the financial year ended 30 June 2024 together with the reports on those financial statements of (i) the directors of the Company (the “**Directors**”) and (ii) the auditors of the Company (the “**Auditors**”) be received and adopted.

- **THAT** a final dividend of 3.75 pence per ordinary share in respect of the financial year of the Company ended 30 June 2024, be declared and be paid on 1 November to ordinary shareholders whose names appear in the register of members at the close of business on 4 October 2024.

- **THAT** PKF Littlejohn LLP be appointed as Auditors to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company, and that the Directors be authorised to determine their remuneration.

- **THAT** Matthew Jeffs, who retires by rotation under Article 106 of the Company’s articles of association, be re-elected a director of the Company.

Special Business

That the following resolution be considered as an Ordinary Resolution:

- **THAT** in accordance with section 551 of the Companies Act 2006 ("**2006 Act**"), the Directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £410,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day falling fifteen months after the passing of this resolution or at the conclusion of the annual general meeting of the Company to be held in 2025 (whichever is earlier) 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 be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

THAT the following resolutions be considered as Special Resolutions:

- **THAT** subject to the passing of Resolution 5 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 5 above and/or be and are hereby empowered pursuant to section 573 of the 2006 Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the 2006 Act) for cash, in each case for the

duration of this authority, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided the power to allot equity securities and sell treasury shares shall:

6.1 in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of those securities) in proportion (as nearly as may be) to their respective holdings, 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 or practical difficulties in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

6.2 (otherwise than pursuant to sub-paragraph 6.1 above) be limited to the allotment of equity securities and sale of treasury shares up to an aggregate nominal amount of £410,000; and

6.3 expire on the day falling fifteen months after the passing of this resolution or at the conclusion of the annual general meeting of the Company to be held in 2025 (whichever is earlier) (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 or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

- THAT the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares

of 12.5 pence each in the capital of the Company provided that:

(i) the maximum number of shares which may be purchased is 1,337,281;

(ii) the minimum price which may be paid for each share is 12.5 pence;

(iii) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current bid as stipulated by the European Commission adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and

(iv) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2025, or on 9 October 2025, whichever is the earlier, (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

By Order of the
Board

Registered Office:

	1 st Floor
	11-21 Paul Street
	London
.....	EC2A 4JU

Ben Hodges Secretary	
17 September 2024	

EXPLANATORY NOTES TO EACH RESOLUTION

The following notes give an explanation of the proposed resolutions

Ordinary Resolutions

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the relevant resolution.

Report and Accounts (Resolution 1)

The directors of the Company must present the accounts to the meeting.

Dividend (Resolution 2)

The Company proposes to pay a dividend of 3.75 pence per share to shareholders on the register of members at close of business on 4 October 2024.

Reappointment and Remuneration of Auditors (Resolution 3)

Resolution 3 proposes the appointment of PKF Littlejohn LLP as Auditors of the Company and authorises the directors of the Company to fix their remuneration.

Re-election of Director (Resolution 4)

The Company's articles of association require that any Director who was elected, or last re-elected, a Director at or before the annual general meeting held in the third calendar year before the current year shall retire by rotation, subject

to re-election by a simple majority of the members. Matthew Jeffs is offering himself for re-election pursuant to the Company's articles of association.

Authority to Allot Shares (Resolution 5)

Directors may only allot shares if authorised to do so by shareholders. The authority granted at the last Annual General Meeting ("AGM") is due to expire at the conclusion of this year's AGM. Therefore, this resolution seeks to grant a new authority to allow authority to allow the Directors to allot shares until the conclusion of the next AGM or until 15 months from the date of this meeting, whichever is the earlier. The maximum amount of shares which the Directors would be able to allot without further authority from shareholders is 3,280,000. It is expected that this amount will be sufficient for the day to day running of the Company.

Special Resolutions

Resolutions 6 and 7 are proposed as special resolutions. This means that for the resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolutions.

Disapplication of Pre-emption Rights (Resolution 6)

Under the requirements of the 2006 Act, ordinarily if the Directors wish to allot any of the unissued shares or sell any treasury shares (i.e. shares it has bought back in the market), they must first offer them to existing shareholders on a pro-rata basis in proportion to their shareholdings. There may be occasions however where the Directors will need the flexibility to finance business opportunities through the issue of shares or sale of treasury shares without a pre-emptive offer to existing shareholders. This resolution asks shareholders to waive the pre-emption rights on shares issued and treasury shares sold up to a maximum aggregate number of shares of 3,280,000. As with resolution 6, this authority

will expire at the next AGM or within 15 months of the date of this meeting, whichever is earlier.

Buy Back of Shares (Resolution 7)

A special resolution is proposed to grant the Company authority to purchase its own ordinary shares in the market. The Directors will seek authority, to expire on 9 October 2025 or at the end of the annual general meeting in 2024 whichever is earlier, for the Company to purchase its own ordinary shares in the market up to a maximum of 1,337,281 ordinary shares having an aggregate nominal value of £167,160, being 10 per cent of the existing ordinary share capital in issue as at 16 September 2024 (being the latest practicable date prior to the publication of this Notice).

The Company's exercise of this authority is subject to the upper and lower limits on the price payable stated in the resolution. As at 16 September 2024 (being the latest practicable date prior to the publication of this Notice), there were options outstanding to subscribe for 580,500 ordinary shares. If the outstanding options were fully exercised, they would represent 4.16 per cent of the 13,953,311 issued ordinary shares of the Company. If the buy back authority were exercised in full, that percentage would be 4.60 per cent of the reduced share capital of 12,616,030 shares.

The Directors consider it desirable and in the Company's interests for shareholders to grant to the Company authority to exercise this power, within certain limits, to enable the Company to purchase its own ordinary shares. This authority would only be exercised if and when conditions are favourable, with a view to enhancing net asset value per share. Any shares purchased would be held as treasury shares which may, at the discretion of the Directors, be resold for cash, transferred in connection with an employee share scheme, or cancelled. No dividends will be paid on and no voting rights will be

exercised in respect of treasury shares.

Notes:

1. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the register of members of the Company at the close of business two days before the meeting or any adjournment thereof, shall be entitled to attend, speak or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the relevant register of securities later than this shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
2. Information regarding the meeting, including the information required by section 311A of the 2006 Act, can be found at the Company's website www.arcontech.com, including information on the number of shares and voting rights.
3. Any member who is entitled to attend and vote at this meeting is entitled to appoint one or more persons as proxies to attend, speak and vote on their behalf at the meeting or any adjournment of it. A proxy need not be a member of the Company. You can only appoint a proxy using the procedure set out on page 2 of this notice.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's

registrar, Link Group, on the details set out on page 2 of this notice.

5. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



6. 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 (available via www.euroclear.com). 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. 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 Link Group (ID RA10) by 10.00 am on 7 October 2024.

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 instructions 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, sponsored member, or has appointed a voting service provider, 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.

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. Your proxy must be lodged by 10.00am on 7 October 2024 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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
8. 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.
9. If you need help with voting online or require a hard copy form of proxy, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link on 0371 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. If you complete a hard copy form of proxy, please ensure that you return it to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as

soon as possible and no later than 10.00am on 7 October 2024.

10. The register of Directors' share interests will be available for inspection at the meeting convened by this notice, as will the Directors' service contracts.
11. Any corporate entity 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.
12. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and seniority shall be determined by the order in which their names stand on the register of members of the Company.
13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or (ii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.