

## Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of Aferian plc will be held at the offices of **FTI Consulting, 200 Aldersgate, London, EC1A 4HD** on **Wednesday 31 May 2023, at 9.00 a.m.** to transact the following business:

Resolutions 1 to 3 inclusive will be proposed as ordinary resolutions. Resolutions 4 and 5 will be proposed as special resolutions.

### Ordinary Resolutions

1. To elect Bruce Powell who, having been appointed as a Director by the Board since the 2022 Annual General Meeting, retires and offers himself for election.
2. To elect Matthew Royde who, having been appointed as a Director by the Board since the 2022 Annual General Meeting, retires and offers himself for election.
3. That, for the purposes of section 551 of the Companies Act 2006 (“the Act”), the Directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
  - a) up to an aggregate nominal amount of £284,040; and in addition
  - b) comprising equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £568,080 (such amount to be reduced by the aggregate nominal amount of any shares in the Company allotted or rights granted under paragraph (a) above) in connection with a pre-emptive offer,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or close of business on 31 May 2024, whichever is the earlier, save that the Company shall be entitled to make, prior to the expiry of such authority, offers or agreements which would or might require equity securities (as defined in section 560 of the Act) to be allotted, or rights to subscribe for or convert securities into shares in the Company to be granted, after the expiry of such authority, and the Directors may allot any such securities or grant rights to subscribe for or convert securities into shares in the Company pursuant to such offer or agreement as if such authority had not expired.

For the purposes of this resolution 3:

- (i) “**pre-emptive offer**” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any equity securities held by them, but subject in both cases to the power of the Directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

## Special Resolutions

4. That subject to and conditional on the passing of resolution 3, the Directors of the Company be granted power pursuant to section 570 and section 573 of the Companies Act 2006 ("the Act") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 3 and to sell shares held by the Company as treasury shares for cash in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

(a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment of equity securities under the authority granted by paragraph (b) of resolution 3, only by way of a pre-emptive offer (as defined in that resolution)) to:

(i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

subject in both cases to the power of the Directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to subparagraph (a) above) to any person or persons up to an aggregate nominal amount of £85,212.

This power shall expire at the conclusion of the next Annual General Meeting of the Company or close of business on 31 May 2024, whichever is the earlier, unless previously varied, revoked or renewed by the Company in general meeting, provided that the Company may, before such expiry, make any offers or agreements which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred had not expired.

For the purposes of this resolution 4, the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

5. That the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 ("the Act") to make one or more market purchases (within the meaning of Section 693(4) of Act) of ordinary shares of 1p each in the capital of the Company (each a "Share") on such terms and in such manner as the Directors shall from time to time determine, provided that:

a) the maximum aggregate number of Shares hereby authorised to be acquired is 8,521,200 Shares;

b) the minimum price, exclusive of any expenses, which may be paid for a Share is its nominal value;

c) the maximum price, exclusive of any expenses, which may be paid for a Share is not more than the higher of:

- (i) an amount equal to 105 per cent. of the average middle-market quotation for a Share (derived from the AIM appendix to the London Stock Exchange's Daily Official List) for the five business days prior to the date on which the Share is purchased; and
- (ii) an amount equal to the higher of the price quoted for the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out,

and the authority hereby given shall expire at the conclusion of the next Annual General Meeting of the Company or close of business on 31 May 2024, whichever is the earlier, save that the Company may make a purchase of Shares under this authority after the expiry of this authority if the contract of purchase for the same was concluded before such date and will or may be executed wholly or partly after such expiry. Any Shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.

5 May 2023

By Order of the Board

**Mark Wells**  
Chairman

## Notes to the Notice of Annual General Meeting

1. Shareholders will not receive a form of proxy for the Annual General Meeting in the post. Shareholders can vote online by logging on to <https://www.signalshares.com> and following the instructions given. Alternatively, shareholders can request a hard copy form of proxy by contacting our registrars, Link Group, on 0371 664 0300 and return it to the address shown on the form. 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.

In order to be valid, the form of proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of any such power or authority) must be returned by one of the following methods, in each case so as not to arrive later than 9.00 a.m. on 29 May 2023, or in the case of an adjourned meeting, not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding such adjourned meeting:

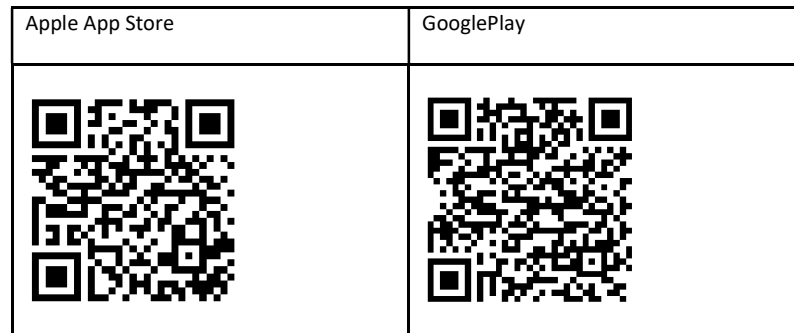
- in hard copy form by post, by courier or by hand to the Company's registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
- via <https://www.signalshares.com>. If you have not previously registered, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate and dividend confirmation), family name and postcode (if resident in the UK); and
- if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 2 below.
- Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download via Apple App Store and Google Play, see note 3 below
- If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. See note 4 below

You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the Annual General Meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take 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 instructions, as described in the CREST Manual (available via <https://www.euroclear.com> and 'login as a guest' when prompted). 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 Company's agent (ID: RA10) no later than 48 hours (excluding any part of a day that is not a working day) before the Annual General 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 Company'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 provider(s) 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 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 provider(s) 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 (as amended).

3. Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Your vote must be lodged by 48 hours prior to the start of the meeting (excluding any part of a day that is not a working day), 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 (excluding any part of a day that is not a working day).

4. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by no later than 48 hours before the time of the Annual General Meeting (excluding any part of a day that is not a working day) 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 (excluding any part of a day that is not a working day). Before you can appoint a proxy via this process you will need to have agreed to Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
5. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
6. In the case of joint holders, the vote of the senior joint holder 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 for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please use a photocopy of the proxy form. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date for voting purposes will result in the proxy appointments being invalid. Other persons appointed as proxies or corporate representatives will not be admitted to the meeting.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by no later than close of business on 29 May 2023, or, in the event that the meeting is adjourned, close of business on the day which is two days (excluding non-working days) prior to the date of the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

9. Voting for all resolutions at this year's Annual General Meeting will be conducted by way of poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.
10. 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 Annual General Meeting.
11. To change your proxy instructions you may submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. Copies of the following documents are available for inspection on the Company's website at <https://aferian.com/> or may be inspected (strictly by prior appointment and subject to any measures required to ensure the safety of Shareholders) at the registered office of the Company during normal business hours up to the conclusion of the Annual General Meeting: the service contracts between the Directors of the Company and the Company.
13. You may not use any electronic address provided either in this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
14. As at 4 May 2023, being the latest practicable date prior to publication of this Notice, the Company's issued share capital consisted of 86,694,609 ordinary shares, of which 1,482,502 are held in treasury. Therefore, the total number of voting rights in the Company as at 4 May 2023 (being the latest practicable date prior to publication of this document) was 85,212,107.