



redcentric

AGILE • AVAILABLE • ASSURED

NOTICE OF ANNUAL
GENERAL MEETING

2025

Year ended 31 March 2025 | Redcentric plc
Company Number 08397584

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the “**AGM**”) of Redcentric plc (the “**Company**”) will be held at the offices of Cavendish Capital Markets Limited, 1 Bartholomew Close, London EC1A 7BL on Monday 20 October 2025 at 11.00 a.m.

Shareholders intending to attend the AGM are asked to register their intention as soon as practicable, and by no later than 11 a.m. on Thursday 16 October 2025, by email to investorrelations@redcentricplc.com.

The Board of Directors of the Company (the “**Board**”) shall accept any questions relating to the business being dealt with at the AGM which are submitted by shareholders in advance to the Company, and the Company shall publish the question and the response on the Company's website in advance of the AGM. Any such questions should be sent to the email address investorrelations@redcentricplc.com so as to be received by no later than 11 a.m. on Thursday 16 October 2025.

The results of the AGM will be available on the Company's website shortly after the meeting has closed.

The purpose of the AGM will be as follows:

Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions, each of which will be proposed as an ordinary resolution:

Annual report and financial statements

1. To receive the Company's audited accounts for the financial year ended 31 March 2025 together with the Directors' Report and the Auditors' Report on those annual accounts.

Remuneration policy and report

2. To approve the Directors' remuneration policy for the year ended 31 March 2025, as included within the annual report and financial statements.
3. To approve the Directors' remuneration report for the year ended 31 March 2025, as included within the annual report and financial statements.

Election and re-election of Directors

4. To elect Richard McGuire as a Director of the Company.
5. To re-elect Alan Aubrey as a Director of the Company.
6. To re-elect Michelle Senecal de Fonseca as a Director of the Company.
7. To re-elect Oliver Scott as a Director of the Company.
8. To elect John Radziwill as a Director of the Company.
9. To elect Tony Ratcliffe as a Director of the Company.

Re-appointment of auditors

10. To re-appoint KPMG LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting in 2026 at which accounts are laid before the Company.

Auditors' remuneration

11. To authorise the Directors of the Company to determine the remuneration of the auditors.

Directors' authority to allot shares

12. THAT, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") 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 of the Company ("**Allotment Rights**") up to an aggregate nominal amount of £53,014 provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of 19 January 2027 and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights in pursuance of such an offer or agreement as if this authority had not expired.

Special Resolutions

To consider and, if thought fit, pass the following resolutions, which will be proposed as special resolutions:

Directors' power to issue shares for cash (special resolution)

13. THAT, conditional on the passing of resolution 12, the Directors be and they are empowered pursuant to section 570(1) of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by resolution 12, and/or by way of a sale of treasury shares (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:

- a. the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
 - i. to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

subject, in each case, to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depositary receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever;

- b. the allotment (otherwise than pursuant to sub-paragraph 13a above) of equity securities or

sale of treasury shares up to an aggregate nominal amount of £7,952; and

- c. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs a or b of this resolution) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022.

Unless previously revoked, varied or extended, this power shall expire on the earlier of 19 January 2027 and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

Directors' power to issue shares for cash in connection with an acquisition or specified capital investment (special resolution)

14. THAT, conditional on the passing of resolution 12, and in addition to any authority granted under resolution 13, the Directors be and they are empowered pursuant to section 570(1) of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by resolution 12, and/or by way of a sale of treasury shares (by virtue of section 573 of the

Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be:

- a. limited to the allotment of equity securities up to an aggregate nominal amount of £7,952 to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which 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 published by the Pre-Emption Group in 2022; and
- b. limited to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph a above) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph a above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022.

Unless previously revoked, varied or extended, this power shall expire on the earlier of 19 January 2027 and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

Authority to make market purchases of own shares (special resolution)

15. THAT, the Company be and is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of £0.1p each, provided that:

- a. the maximum aggregate number of ordinary shares that may be purchased under this authority is 7,952,181;
- b. the minimum price (excluding expenses) which may be paid for each ordinary share is its nominal value;
- c. the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - i. 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - the last independent trade of an ordinary share; and
 - the highest current independent bid for an ordinary share,

at the time on the trading venue where the purchase is carried out.

- d. The authority conferred by this resolution shall expire on the earlier of 19 January 2027 and the conclusion of the next annual general meeting of the Company save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

Payments of Dividends (special resolution)

16. THAT in relation to the final dividend paid by the Company for the financial year ended 31 March 2023 and the interim dividend paid by the Company for the financial year ended 31 March 2024 (together, the **"Relevant Dividends"**) in relation to which the Company had insufficient distributable reserves (the **"Deficits"**) and breached the net assets restriction in the Companies Act 2006:

a. the appropriation to such Deficits of equal distributable profits of the Company (as shown in the unaudited interim financial statements of the Company for the period ended 12 September 2024), be and is hereby authorised and confirmed;

b. any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Dividends against those current and former shareholders who appeared on the register of members of the Company on the relevant record date for each of the Relevant Dividends (or against the personal representatives and their successors in title (as appropriate) of his or her estate if such shareholder is deceased) be waived and released, and that a Shareholders' Deed of Release in favour of such shareholders be entered into by the Company in the form produced to this Annual General Meeting and initialled by the Chair of the Meeting for the purposes of identification and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed poll for and on behalf of the Company (the **"Shareholders' Deed of Release"**);

c. any and all claims which the Company has or may have against each of its Directors (whether past or present) who was a member of the Board of Directors of the Company at the time of the approval, declaration or payment of any

of the Relevant Dividends (or against the personal representatives and their successors in title (as appropriate) of his or her estate if such past or present Director is deceased) arising out of or in connection with the approval, declaration or payment of the Relevant Dividends be waived and released and a Directors' Deed of Release in favour of such persons be entered into by the Company in the form produced to this Annual General Meeting and initialled by the Chair of the Meeting for the purposes of identification and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company (the **"Directors' Deed of Release"**); and

d. any distribution involved in the giving of the Shareholders' Deed of Release and the Directors' Deed of Release in relation to the Relevant Dividends be made out of the relevant distributable profits of the Company appropriated to the Relevant Dividends by reference to a record date identical to the record date for each of the Relevant Dividends.

By order of the Board

Liz Wild

Senior Legal Counsel
and Company Secretary

25 September 2025

Registered Office

Central House
Beckwith Knowle
Harrogate HG3 1UG

Explanatory notes

1. To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company ("**Register of Members**") at close of trading on 16 October 2025. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the AGM.
2. Shareholders intending to attend the AGM are asked to register their intention as soon as practicable, and by no later than 11 a.m. on Thursday 16 October 2025, by email to investorrelations@redcentricplc.com.
3. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 30 minutes prior to the commencement of the AGM at 11.00 a.m. (UK time) on Monday 20 October 2025 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
4. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company but must attend the AGM to represent the shareholder.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. 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 AGM.
7. Any member wishing to vote at the AGM should appoint a proxy. You can appoint a proxy:
 - electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>; or
 - by requesting a hard copy form of proxy directly from the registrars, MUFG Corporate Markets ("**Registrars**"), 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. Alternatively, you can email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com. A hard copy proxy form should be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a copy of such item certified in accordance with the Powers of Attorney Act 1971) to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or

- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
- if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform in accordance with the procedures set out below.

Proxy appointments, whether submitted electronically or by post, must be received by MUFG Corporate Markets by no later than 11.00 a.m. on 16 October 2025.

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed form of proxy, electronic filing or any CREST or Proximity Proxy Instruction (as described in notes 11-14 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so. The Chairman will propose that voting on the resolutions at the AGM will be conducted by poll vote rather than by a show of hands, ensuring that every vote is recognised and giving a more accurate reflection of the views of members. The relevant procedures will be explained at the AGM.
10. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (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 Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



11. 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). 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.
12. 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 the issuer's agent (ID RA10) by no later than 11.00 a.m. on 16 October 2025. 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.

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 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 (as amended).
14. 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 11.00 a.m. on 16 October 2025 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.

15. In order to terminate the authority of a proxy, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke such appointment to the Registrars. To be effective, the notice of termination must be received by the Registrars by the method outlined in note 7 above no later than 11.00 a.m. on 16 October 2025.
16. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
17. As at 19 September 2025 (being the latest practicable business day prior to the publication of this notice), the Company's ordinary issued share capital consists of 159,145,913 ordinary shares, 102,291 of which are held in treasury and the remainder of which carry one vote each. Therefore, the total voting rights in the Company as at 19 September 2025 are 159,043,622.
18. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the

Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

19. Any shareholder attending the AGM 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 AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

In addition, the Board shall accept any questions relating to the business being dealt with at the AGM which are submitted by shareholders in advance to the Company and the Company shall publish the question and the response on the Company's website in advance of the AGM. Any such questions should be sent to the email address investorrelations@redcentricplc.com so as to

be received by no later than 11 a.m. on Thursday 16 October 2025.

20. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this notice until the conclusion of the AGM:
- copies of the service contracts of the Executive Directors of the Company; and
 - copies of letters of appointment of the Non-Executive Directors of the Company.
21. Copies of the final forms of Shareholders' Deed of Release and the Directors' Deed of Release are available on the Company's website at www.redcentricplc.com/about-us/investors/ or in hard copy during normal business hours on any weekday (except for public holidays) at the registered office of the Company and at the office of Cavendish Capital Markets Limited, 1 Bartholomew Close, London, England, EC1A 7BL up to the time of the AGM. Copies will also be available at the place of the AGM until the conclusion of the AGM.
22. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
23. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.redcentricplc.com/about-us/investors/.

Explanatory notes on certain business of the AGM

1 Resolutions 2 and 3 - Remuneration policy and report

In line with the new Quoted Companies Alliance Corporate Governance Code, the Company has presented its remuneration policy and report of the Remuneration Committee, included within the annual report and financial statements. The resolutions to approve the Company's remuneration policy and report are put forward as advisory votes and no entitlement to remuneration, payments or awards is conditional upon these resolutions being passed.

2 Resolutions 4 to 9 – Election and re-election of Directors

The Company's articles of association (as amended at the 2022 AGM) require every Director to retire from office at each annual general meeting of the Company. Accordingly, each Director will retire from office at the AGM. Alan Aubrey, Michelle Senecal de Fonseca and Oliver Scott will stand for re-election by the shareholders. Richard McGuire, John Radziwill and Tony Ratcliffe (who have been appointed to the Board since the last Annual General Meeting) will stand for election by the shareholders. Resolutions 4 to 9 propose the election or re-election of each of the Directors. Brief biographical details of each of the Directors are set out at www.redcentricplc.com/investors/board-of-directors/.

3 Resolution 12 - Directors' authority to allot shares

This resolution grants the Directors authority to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the capital of the Company, up to an aggregate nominal value of £53,014 (which represents approximately one third of the issued ordinary share capital of the Company (excluding treasury shares) as at 19 September 2025, being the

latest practicable date prior to the publication of this notice).

This resolution complies with the Investment Association Share Capital Management Guidelines issued in February 2023.

The Directors have no present intention to exercise the authority conferred by this resolution.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or 19 January 2027 (being the date falling 15 months after the date of the passing of this resolution), whichever is the earlier.

4 Resolutions 13 and 14 - Directors' power to issue shares for cash and Directors' power to issue shares for cash in connection with an acquisition or specified capital investment

Resolutions 13 and 14 will be proposed as special resolutions, which require a majority of at least 75% to be passed. The resolutions will, if passed, give the Directors the authority to allot equity securities or sell treasury shares for cash without first offering them to existing shareholders pro rata to their existing shareholdings.

The authority in resolution 13 is limited to allotments or sales:

- (i) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £53,014 which represents approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 19 September 2025 (being the latest practicable date prior to the publication of this notice);
- (ii) (otherwise than pursuant to (i) above and whether or not in connection with an

acquisition or specified capital investment) up to a maximum nominal amount of £7,952 which represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 19 September 2025 (being the latest practicable date prior to the publication of this notice);

- (iii) (otherwise than pursuant to (i) and (ii) above) up to a nominal amount equal to 20% of any allotment under (ii) for the purposes of a follow-on offer of a kind contemplated by paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

The authority in resolution 14 is in addition to the authority in resolution 13 and is limited to allotments or sales:

- (i) up to a maximum nominal amount of £7,952 which represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 19 September 2025 (being the latest practicable date prior to the publication of this notice) for use only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue; and
- (ii) (otherwise than pursuant to (i) above) up to a nominal amount equal to 20% of any allotment under (i) for the purposes of a follow-on offer of a kind contemplated by paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

These resolutions are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the

Share Capital Management Guidelines published by the Investment Association (as updated in February 2023).

In compliance with the Pre-Emption Group's Statement of Principles 2022, the Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to:

- (i) the authority in resolution 14a other than for the purposes of financing (or refinancing if the authority is to be used within 12 months of the original transaction) an acquisition or specified capital investment.
- (ii) the authority for follow-on offers in paragraph c of resolution 13 or paragraph b of resolution 14 other than for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles 2022.

The Directors also confirm that they intend to follow the shareholder protections and approach to follow-on offers as set out in paragraphs 1 and 3, respectively, of Part 2B of the Statement of Principles 2022.

Unless revoked, varied or extended, the authorities set out in resolutions 13 and 14 will expire at the conclusion of the next annual general meeting of the Company or 19 January 2027 (being the date falling 15 months after the date of the passing of this resolution), whichever is the earlier.

Treasury shares regulations

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (as amended) ("**Treasury Shares Regulations**") give flexibility concerning what the Company can do with any of its ordinary shares that it may buy back. The Company may now hold such shares 'in treasury' and then sell them at a later date for cash rather than simply cancelling them. The Treasury Shares Regulations

require such sales to be on a pre-emptive, pro-rata basis to existing shareholders unless shareholders agree by special resolution to dis-apply such pre-emption rights. Accordingly, in addition to giving the Directors power to allot unissued ordinary shares on a non-pre-emptive basis, resolutions 13 and 14 will also give Directors power to sell ordinary shares held in treasury on a non-pre-emptive basis, subject always to the limitations noted above.

The Directors consider that the power proposed to be granted by resolutions 13 and 14 are necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

5 Resolution 15 — Authority to make market purchases of own shares

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 7,952,181 of its ordinary shares, representing approximately five per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 19 September 2025, being the latest practicable date prior to the publication of this notice.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of 19 January 2027 (being the date falling 15 months after the date of the passing of this resolution) and the Company's next annual general meeting.

The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into

treasury (and subsequently sell or transfer them out of treasury or cancel them).

On 19 September 2025, being the latest practicable date prior to the publication of this notice, the total number of options to subscribe for ordinary shares in the Company outstanding amounted to 3,473,261. This represented 2.18 per cent of the Company's issued ordinary share capital (excluding treasury shares) on that date. The Company does not have any outstanding share warrants.

If this authority to purchase shares was exercised in full the options outstanding would represent 2.30 per cent of the issued ordinary share capital (excluding treasury shares) as at 19 September 2025, being the latest practicable date prior to the publication of this notice.

6 Resolution 16 – Payments of Dividends

Resolution 16 relates to a technical issue in respect of the payment of the final dividend for the financial year ended 31 March 2023 (the "**FY23 Dividend**") and the interim dividend for the financial year ended 31 March 2024 (the "**Interim Dividend**", and together with the FY23 Dividend, the "**Dividends**"). The Companies Act 2006 requires that a company pays a dividend out of its distributable profits as shown in the last accounts circulated to members or, if interim accounts are used, those accounts have been filed at Companies House. In addition to having sufficient distributable profits, the Companies Act 2006 provides that a public limited company may only pay a dividend: (i) if at the time the dividend is paid the amount of its net assets is not less than the aggregate of its called-up share capital and undistributable reserves, and (ii) if, and to the extent that, the dividend does not reduce the amount of those net assets to less than the aggregate amount of its called-up share capital and undistributable reserves ("**Net Assets Restriction**").

Prior to paying any dividend, the Company should have ensured that at all times it had the requisite level of distributable profits and the requisite level of

net assets by reference, in each case, to the relevant accounts. In respect of the Dividends, while the consolidated Redcentric group as a whole had sufficient distributable reserves, the Company itself did not have sufficient distributable reserves. The Company also was in breach of the Net Assets Restriction in respect of the Dividends. Consequently, the payment of the part of the Dividends that was in excess of the distributable reserves shown in the Company's unaudited interim accounts for the period ended 15 August 2023 and filed with the Registrar of Companies on 16 August 2023 (the "**2023 Accounts**") and the Company's unaudited interim accounts for the period ended 29 February 2024 and filed with the Registrar of Companies on 11 April 2024 (the "**2024 Accounts**") was technically in breach of the Companies Act 2006. Similarly, the amount of the Dividends paid in excess of the Net Assets Restriction was also technically in breach of the Companies Act 2006.

Appropriation of Distributable Profits

The approach that the Company is proposing involves the authorisation of the appropriation of the distributable profits of the Company to the payment of the Dividends. It is market practice for the appropriation of distributable profits to be approved by the shareholders. The proposed authorisation of the appropriation of the Company's distributable profits to the payment of the Dividends will not have any effect on the Company's financial position.

Deeds of Release

Resolution 16 seeks shareholder approval for the entry into deeds of release with the Directors and the shareholders of the Company in respect of potential liabilities that could arise as a result of the Dividends paid having been in excess of the Company's distributable reserves and not in compliance with the Net Assets Restriction.

As a result of this technical non-compliance, the Company may have claims against past and present shareholders who were recipients of the Dividends

(the "**Recipient Shareholders**") and against persons who were Directors of the Company at the time of the approval, declaration or payment of the Dividends (the "**Relevant Directors**") up to the aggregate amount of the Dividends which: (i) exceeded the distributable reserves shown in the 2023 Accounts and the 2024 Accounts (as applicable), and (ii) were in breach of the Net Assets Restriction, being c.£168,000 in respect of the FY23 Dividend and c.£469,000 in respect of the Interim Dividend.

It is not the intention of the Company that any such claims should be made by the Company against either its shareholders or its past or present Directors. It is, therefore, proposed that the Company enter into a deed of release in respect of the Recipient Shareholders (the "**Shareholders' Deed of Release**") and a deed of release in respect of the Relevant Directors (the "**Directors' Deed of Release**", and together with the Shareholders' Deed of Release, the "**Deeds of Release**"), the form of each of which is available for inspection as set out in paragraph 21 above of the Explanatory notes and which are set out in this Notice. It is market practice to seek shareholder approval of the Deeds of Release.

The entry by the Company into the Deeds of Release will not have any effect on the Company's financial position.

The approach that the Company is proposing by way of resolution 16 in respect of the Dividends is consistent with the approach taken by other listed companies that have, similarly, made such distributions otherwise than in accordance with the Companies Act 2006. The Board has taken steps to ensure that, in future, the issues referred to in this section of the Notice do not arise in relation to the payment of dividends.

Recommendation:

The Board believes that resolutions 1 to 15 to be put to the AGM, as set out in the preceding pages of this

Notice, are in the best interests of the Company and its shareholders as a whole and will promote the success of the Company. The Directors unanimously recommend that you vote in favour of resolutions 1 to 15, as the Directors intend to do in respect of their own shareholdings.

Richard McGuire, who joined the Board as chairman and Non-Executive Director on 27 September 2024 and Tony Ratcliffe who joined the Board as CFO on 19 August 2025, both after the payment of the Dividends, are considered to be independent Directors in respect of resolution 16. John Radziwill was appointed to the Board on 1 November 2024 (after the payment of the Dividends) as a representative of ND Capital Investments Ltd (a substantial shareholder) which will receive the benefit of the Shareholders' Deed of Release and therefore he is not considered as an independent Director for the purpose of giving a recommendation to vote in favour of resolution 16.

In respect of resolution 16, in the opinion of Richard McGuire and Tony Ratcliffe (being the Directors who are considered to be independent for the purpose of giving a recommendation to vote in favour of resolution 16): (i) the waiver of claims pursuant to resolution 16, and (ii) the entry into the Deeds of Release, are in the best interests of the Company and shareholders as a whole.

The votes of each of the Directors and former Directors who are shareholders and parties to the Deeds of Release shall not be taken into account in establishing whether the majority necessary for the passing of resolution 16 has been obtained. The Directors and former Directors who are shareholders and parties to the Deeds of Release have undertaken to abstain from voting on resolution 16.

Deeds of Release:

Deeds of Release

DIRECTORS' DEED OF RELEASE

THIS DEED POLL is made on [●] 2025 by:

Redcentric plc, a company registered in England and Wales having its registered office at Central House, Beckwith Knowle, Harrogate, North Yorkshire, HG3 1UG and with registered number 08397584 (the "**Company**") in favour of certain Directors of the Company, being Alan John Aubrey, Peter James Brotherton, Oliver Rupert Andrew Scott, David Leslie Senior, Nicholas John Bate and Michelle Denise Senecal De Fonseca (the "**Relevant Directors**") or their personal representatives and successors in title (as appropriate) of his or her estate if such past or present Director is deceased.

WHEREAS:

- A. As explained in the Notice of Annual General Meeting addressed to the shareholders of the Company dated 25 September 2025 that is appended to this deed poll, the Directors of the Company became aware of technical issues in respect of the payment of the Company's dividends of: (i) £3.751m that was paid on 19 January 2024 (the "**FY23 Dividend**"); and (ii) £1.9m that was paid on 18 April 2024 (the "**Interim Dividend**" and together with the FY23 Dividend, the "**Dividends**"). Approximately £469,000 of the Interim Dividend and £167,000 of the FY23 Dividend was in excess of the Company's distributable reserves shown in its latest interim accounts in contravention of the Companies Act 2006 (the "**Act**") and in breach of the net assets restriction in the Act.
- B. The Company has been advised that, as a consequence of the Dividends being paid otherwise than in accordance with the Act, it may in certain circumstances have claims against the Relevant Directors or their personal representatives and successors in title (as appropriate) of his or her estate if such past or present director is deceased.
- C. In accordance with a resolution passed by the Company's shareholders on 20 October 2025, the Company proposes to waive and release any and all claims which it has or may have in respect of the Dividends against each of the Relevant Directors or their personal representatives and successors in title (as appropriate) of his or her estate if such past or present director is deceased and wishes to enter into this deed poll in favour of the Relevant Directors in order to effect the same.

THIS DEED POLL WITNESSES AS FOLLOWS:

1. Release

To the extent permitted by law, the Company unconditionally and irrevocably waives and releases each of the Relevant Directors or their personal representatives and successors in title (as appropriate) of his or her estate if such past or present director is deceased from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company or any other claim or action for breach of duty owed by each of the Relevant Directors to the Company, in connection with the making of the Dividends.

2. Governing law and jurisdiction

- 2.1. This Deed Poll and all matters including non-contractual obligations arising out of or in connection with it are governed by English law.
- 2.2. The courts of England have exclusive jurisdiction to settle any dispute arising out of or in connection with this Deed Poll (including a dispute relating to the existence or validity of this Deed Poll or any non-contractual obligation arising out of or in connection with this Deed Poll).

IN WITNESS whereof this Deed Poll has been duly executed and delivered on the date first above written.

EXECUTED as a **DEED POLL**)
by **Redcentric Plc**)
acting by)
[•], a Director:)

.....
Director

in the presence of:

Witness signature:

Name:

Address:

.....

Occupation:

SHAREHOLDERS' DEED OF RELEASE

THIS DEED POLL is **made** on [●] 2025 by:

Redcentric plc, a company registered in England and Wales having its registered office at Central House, Beckwith Knowle, Harrogate, North Yorkshire, HG3 1UG and with registered number 08397584 (the "**Company**"), in favour of the Recipient Shareholders (as defined below).

WHEREAS:

- A. As explained in the Notice of Annual General Meeting addressed to the shareholders of the Company dated 25 September 2025 that is appended to this deed poll, the Directors of the Company became aware of technical issues in respect of the payment of the Company's dividends of: (i) £3.751m that was paid on 19 January 2024 (the "**FY23 Dividend**"); and (ii) £1.9m that was paid on 18 April 2024 (the "**Interim Dividend**", and together with the FY23 Dividend, the "**Dividends**"). Approximately £469,000 of the Interim Dividend and £167,000 of the FY23 Dividend was in excess of the Company's distributable reserves shown in its latest interim accounts in contravention of the Companies Act 2006 (the "**Act**") and in breach of the net assets restriction in the Act.
- B. The Company has been advised that, as a consequence of the Dividends being paid otherwise than in accordance with the Act, it may in certain circumstances have claims against past and present shareholders who were recipients of any of the Dividends (or their personal representatives (and their successors in title) if they are deceased) (the "**Recipient Shareholders**").
- C. In accordance with a resolution passed by the Company's shareholders on 20 October 2025, the Company proposes to waive and release any and all claims which it has or may have in respect of the Dividends against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

THIS DEED POLL WITNESSES AS FOLLOWS:

1. Release

To the extent permitted by law, the Company unconditionally and irrevocably waives and releases the Recipient Shareholders from any and all liability that the Recipient Shareholders have or may have to the Company and all claims and demands the Company has or may have against them in connection with the receipt by them of the Dividends.

2. Governing law and jurisdiction

- 2.1. This Deed Poll and all matters including non-contractual obligations arising out of or in connection with it are governed by English law.
- 2.2. The courts of England have exclusive jurisdiction to settle any dispute arising out of or in connection with this Deed Poll (including a dispute relating to the existence or validity of this Deed Poll or any non-contractual obligation arising out of or in connection with this Deed Poll).

IN WITNESS whereof this Deed Poll has been duly executed and delivered on the date first above written.

EXECUTED as a **DEED POLL**)
by **Redcentric Plc**)
acting by)
[•], a Director:)
Director

in the presence of:

Witness signature:

Name:

Address:

.....

Occupation:

Head office

Central House
Beckwith Knowle
Harrogate
HG3 1UG

T 0800 983 2522

E sayhello@redcentricplc.com

W www.redcentricplc.com

redcentric

AGILE • AVAILABLE • ASSURED



ISO 9001
Quality
Management
Systems
FS 603185

ISO 14001
Environmental
Management
EMS 673062

ISO/IEC
20000-1
IT Service
Management
ITMS 668453

ISO 22301
Business Continuity
Management
BCMS 603194

ISO/IEC
27001
Information Security
Management
IS 603187