

Getech Group PLC

Notice of Annual General Meeting

Notice is given that the twenty ninth Annual General Meeting of Getech Group PLC (hereafter referred to as the **Company**) will be held at Cenkos Securities Plc at 6. 7. 8. Tokenhouse Yard, London EC2R 7AJ on 29 June 2023 at 12.00 noon to consider and, if thought fit, pass the resolutions below. Resolutions 8, 9 and 10 will be proposed as special resolutions whereas all other resolutions will be proposed as ordinary resolutions.

Ordinary Business

To consider and, if thought fit, pass resolutions 1 to 5 as ordinary resolutions.

1. To receive the Report of the Directors, the Strategic Report and the audited accounts of the Company for the year ended 31 December 2022.
2. To re-elect Michael Covington, in accordance with article 35 of the Company's Articles of Association (**the Current Articles**), who offers himself for re-election as a Director of the Company.
3. To re-elect Richard Bennett, in accordance with article 35 of the Current Articles, who offers himself for re-election as a Director of the Company.
4. To re-appoint Grant Thornton UK LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the Directors to determine the auditor's remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions which in the case of resolutions 6 and 7 will be proposed as ordinary resolutions and in the case of resolutions 8, 9 and 10 will be proposed as special resolutions.

In the subsequent resolutions, the following words and expressions shall have the following meanings:

'Act'	– the Companies Act 2006 (as amended)
'Latest Practicable Date'	– close of business on 2 June 2023
'Ordinary Shares'	– Ordinary Shares of 0.25p each in the capital of the Company
'Rights'	– rights to subscribe for or to convert any security into shares in the Company

6. To authorise the Board generally and unconditionally pursuant to Section 551 of the Act to exercise all powers of the Company to allot shares in the Company and to grant Rights:
 - 6.1. up to an aggregate nominal amount of £56,080 (being approximately one-third of the issued share capital of the Company as at the Latest Practicable Date); and
 - 6.2. comprising equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £112,160 (after deducting from such amount any shares allotted under the authority conferred by virtue of resolution 8.1) in connection with or pursuant to a Rights Issue (as defined below), provided that:
 - a) such authorities shall expire on the earlier of either midnight on 29 September 2024 or, if earlier, the date of the next Annual General Meeting of the Company after the passing of this resolution unless varied, revoked or renewed by the Company in a general meeting (save that the Board may, before the expiry of the authorities granted by this resolution, make a further offer or agreement that would or might require shares to be allotted or Rights to be granted after such expiry and the Board may allot shares and grant Rights in pursuance of such an offer or agreement as if the authorities conferred by this resolution had not expired); and
 - b) the authorities granted by this resolution are in substitution for all previous authorities granted to the Directors to allot shares and grant Rights which (to the extent that they remain in force and unexercised) are revoked but without prejudice to any allotment or grant of Rights made or entered into prior to the date of this resolution 6.

For the purposes of this resolution 6, 'Rights Issue' means an offer or invitation to: (i) holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such allotment, and (ii) holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the Directors of the Company consider necessary, as permitted by the rights of those securities, to subscribe for further securities, but subject in both cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties that may arise under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever.

7. To authorise the Company to send or supply documents or information to members by making them available on a website or by electronic means.

Special Resolutions

8. To empower the Board (subject to the passing of resolution 6) pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred upon them by resolution 6 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) and sub-sections (1)–(6) of Section 562 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 8.1. the allotment of equity securities in connection with or pursuant to a Rights Issue (as defined in resolution 6); and
 - 8.2. the allotment (otherwise than pursuant to sub-paragraph 8.1 above) of equity securities up to an aggregate nominal value of £25,236 (being approximately 10% with an additional 5% in case of the exercise of any share options, of the issued share capital of the Company as at the Latest Practicable Date),

and provided that the authorities given by resolution 8 shall expire on the earlier of either midnight on 29 September 2024 or, if earlier, the date of the next Annual General Meeting after the passing of this resolution, unless renewed or extended prior to such expiry, save that the Company may, before the expiry of any power contained in this resolution, make a further offer or agreement that would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the powers conferred by this resolution had not expired.

9. To authorise the Company generally and unconditionally for the purpose of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares provided that:
- 9.1. the maximum aggregate number of Ordinary Shares authorised by this resolution to be purchased is 6,729,623 (representing 10% of the Company's issued share capital as at the Latest Practicable Date);
 - 9.2. the minimum price that may be paid for such Ordinary Shares is 0.25p per share (exclusive of expenses);
 - 9.3. the maximum price (exclusive of expenses) that may be paid for an Ordinary Share is the higher of a) 5% above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five (5) business days immediately preceding the day on which the Ordinary Share is purchased and b) the higher of the price quoted for (i) the last independent trade of or (ii) the highest current independent bid for any number of Ordinary Shares on the trading venue where the purchase is carried out; and
 - 9.4. unless previously revoked or varied, the authority conferred by this resolution shall expire on the earlier of either midnight on 29 September 2024 or the date of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, before such expiry, make a contract or contracts to purchase Ordinary Shares after such expiry as if the power conferred by this resolution had not expired.

10. Articles of association

It is proposed that the Company adopts a new set of articles of association (the '**New Articles**') so as to update the Current Articles and to reflect intervening developments in law and practice since they were last revised back in 2008. A copy of the New Articles is available for inspection by prior appointment and they can be viewed on the Company's website. A summary of the principal changes is set out below:

- 10.1. Share Transfers:** the provisions dealing with the transfer of shares has been updated to reflect current market practice, and in particular the Board is entitled at its discretion to decline to register a transfer of shares in certificated form unless the conditions in article 33 of the New Articles are satisfied.
- 10.2. General Meeting Notice:** The provisions dealing with the timing of Annual General Meetings and the notice period for both General Meetings and Annual General Meetings have, in line with market practice, been amended so as not to refer to specified periods, but instead to the requirements of the Companies Act. This amendment is to ensure that any future change in such notice requirements under the Companies Act or successor legislation would not conflict with the terms of the New Articles. Current legislation requires that the existing notice periods of 21 and 14 clear days' continue to apply as does the obligation to hold an Annual General Meeting within six months following the Company's accounting reference date.
- 10.3. Hybrid meetings:** The New Articles expressly allow the Company to hold 'hybrid' general meetings (including annual general meetings) so that shareholders may attend and participate in the business of the meeting by attending a physical location (including 'satellite meetings') or by attending by means of an electronic facility. The New Articles set out the procedures and processes for attendance at, and participation in, hybrid meetings. The New Articles also include a requirement that all resolutions at a hybrid meeting must be taken on a poll and allow the Directors to make arrangements to enable attendees to exercise their rights to speak or vote as well as other consequential changes. The Board recognises the value and importance of shareholders being able to attend meetings in person and, accordingly, the proposed changes do not permit 'virtual-only' or 'electronic-only' general meetings where there is no physical meeting. It is not the current intention of the Board to routinely hold hybrid meetings. These amendments are being made in order to provide the Directors with flexibility in the event that they might need to make alternative arrangements for participation in meetings (including where physical participation may be prevented or restricted) and enable them to continue to fulfil their legal obligation to hold shareholder meetings irrespective of any legislation or government guidance preventing physical meetings taking place or limiting the number of people who may attend a physical meeting.
- 10.4. Untraced members:** the provisions in respect of untraced shareholders have been updated in line with market practice. In particular, the New Articles provide additional flexibility in relation to the sale of shares

owned by shareholders who are untraced after a period of at least 12 years. Under the Current Articles, the Company is required to give notice to untraced shareholders of an intention to sell their shares by way of an advertisement in both a national daily newspaper and a local newspaper circulating in the area in which the shareholder's last known postal address is. Under the New Articles, the Company must instead send a notice to the last registered or known address of the shareholder and use reasonable steps to trace the shareholder including, if considered appropriate, using a professional asset reunification company or other tracing agent.

10.5. Postponement or change of general meeting: in line with current market practice, the New Articles provide flexibility to permit the notice of any change or postponement to be advertised in the manner that the Directors (in their discretion) decide.

10.6. Unclaimed dividends: to reflect current market practice, the time period in respect of unclaimed dividends has been reduced from 12 years to 6 years.

10.7. Minor amendments: some additional minor changes are also contained in the New Articles including, the inclusion of additional provisions to aid interpretation; the updating of outdated statutory references; the removal or updating of provisions that are no longer legally correct or are obsolete (for example removing reference to 'authorised share capital' and 'stock' and deleting provisions referencing 'special business' at an Annual General Meeting); the reduction of the maximum period in which a scrip dividend resolution may apply so as to reflect corporate governance guidelines; and the incorporation of the limitation of liability of members which limitation was previously contained in the memorandum of association of the Company.

Resolution 10 will be proposed as a special resolution.

By order of the Board

Patrick Cantrill

Company Secretary

2 June 2023

Explanatory Notes

The following notes explain your general rights as a shareholder to vote at this meeting (the **Meeting** or **AGM**) or to appoint someone else to vote on your behalf.

1. To be entitled to attend and 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 at close of trading on 27 June 2023. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the AGM so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. 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 Meeting 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.
4. 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).
5. 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.
6. You can vote:
 - by logging on to www.signalshares.com and following the instructions;
 - by requesting a hard copy form of proxy directly from the registrars, Link Group (the **Registrar**), on Tel: 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; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a completed form of proxy must be received by the Registrar at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 12 noon on 27 June 2023 (together with, in the case of a hard copy form of proxy, the original or a certified copy of any power of attorney or other authority pursuant to which such form of proxy has been signed).

Shareholders are strongly encouraged to vote, in the case of CREST members, by utilising the CREST electronic proxy appointment service, and otherwise, by logging on to <https://www.signalshares.com>.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar 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.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so and if such attendance is permitted by the COVID Roadmap Regulations or any successor legislation.

9. 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 Meeting) 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.
10. 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 12 noon on 27 June 2023. 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.
11. 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.
12. 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.
13. As at 2 June 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 67,296,225 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 June 2023 are 67,296,225.
14. 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 Company's 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.
15. Any shareholder attending the AGM has the right to ask questions. We would invite shareholders to submit any questions by email to: info@getech.com in advance of the AGM. 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.

16. Copies of the Directors' letters of appointment or service contracts 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 time of the AGM and may also be inspected at the AGM's venue, as specified in this Notice, from 11.45 am on the day of the AGM until the conclusion of the Meeting. **If you would like to request an electronic copy of these documents, please email: info@getech.com.**
17. 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.
18. All references to times in this Notice are to UK time.

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.getech.com.

Explanation of Resolutions

Resolution number 1 – accounts

The Directors of the Company are obliged to present to shareholders the report of the Directors and the accounts for the Company for the year ended 31 December 2022. That report and those accounts, and the report of the Company's auditor on those accounts, are set out in the annual report.

Resolution numbers 2,3 and 4 – re-election and re-appointment of Directors

At each general meeting, one-third of the Directors for the time being (other than those appointed since the latest Annual General Meeting) are required to retire. If the number of relevant Directors is not a multiple of three, the number nearest to but not less than one-third of the Directors should be obliged to retire. Directors due to retire by rotation are those who have been longest in office since their last re-election and as between persons who become or were last re-elected on the same day, those due to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director is eligible for re-election. Richard Bennet and Michael Covington retire by rotation and are offering themselves for re-election and in accordance with the articles of association of the Company, they therefore offer themselves for re-appointment by the shareholders at the AGM.

Resolution number 5 – re-appointment of auditor and approving its remuneration

At each general meeting at which accounts are laid, the Company is required to appoint an auditor to hold office until the next general meeting. The present auditor, Grant Thornton UK LLP, is willing to continue in office for a further year, and this resolution proposes its re-appointment.

Resolution number 6 – authority to determine auditor's remuneration

In accordance with standard practice, this resolution will authorise the Directors to determine the level of the auditor's remuneration.

Resolution number 7 – authority to allot shares

The resolution grants the Directors authority to allot relevant securities up to an aggregate nominal amount of £56,080, being approximately one-third of the Company's Ordinary Share capital in issue as at 2 June 2023.

In line with guidance issued by the Association of British Insurers, resolution 7 also grants the Directors of the Company authority to allot unissued share capital in connection with a Rights Issue in favour of ordinary shareholders up to an aggregate nominal amount of £112,160 (representing approximately two-thirds of the Company's Ordinary Share capital in issue at 18 May 2023) as reduced by the nominal amount of any shares issued under resolution 7.1.

It is not the Directors' current intention to allot relevant securities pursuant to this resolution. This authority replaces the existing authority to allot relevant securities but does not affect the ability to allot shares under the Company's share option schemes.

Resolution number 8 – electronic communications

This resolution authorises the Company to send or supply documents or information to members by making them available on a website or by electronic means.

Resolution number 9 – disapplication of statutory pre-emption rights

This resolution disapplies the statutory pre-emption rights that would otherwise apply on an issue of shares for cash and is limited to allotments in connection with Rights Issues or other pre-emptive offers and, otherwise, authorises the Directors to allot securities on a non-pre-emptive basis for cash up to a nominal value of £25,236, being approximately of the Company's Ordinary Share capital in issue at 2 June 2023. This replaces the existing authority to disapply pre-emption rights and expires at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months after the date of the Annual General Meeting, whichever is the earlier.

Resolution number 9 – purchase of own shares

In certain circumstances, it may be advantageous for the Company to purchase its own shares, and this resolution seeks authority to do this. The Directors would only consider making purchases if they believed that such purchases would be in the best interests of shareholders generally, having regard to the effect on earnings per share and the Company's overall financial position.

The resolution gives general authority for the Company to make purchases of up to 6,729,623 Ordinary Shares (being 10% of the Company's Ordinary Share capital in issue at 2 June 2023) at a minimum price of 0.25p and a maximum price being the higher of a) 105% of the average of the middle market quotations for Ordinary Shares for the 5 business days prior to the purchase or b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

Companies are permitted to retain any of their own shares that they have purchased as treasury stock with a view to possible re-issue at a future date, rather than cancelling them. The Company will consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury stock. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

Resolution number 10 – amending the articles of association

It is proposed that the Company adopts a new set of articles of association (the '**New Articles**') so as to update its current articles. A summary of the proposed changes is explained in the body of Resolution 10.

