

NOTICE OF ANNUAL GENERAL MEETING**Directors:**

I F Griffiths (Finance Director)
 J Groen (Non-executive Director)
 B Howlett (Non-executive Director)
 A D W Newland (Chief Executive)
 G R Selvey (Chairman)

Registered Office

10 Nugent Road
 Surrey Research Park
 Guildford
 GU2 7AF

26 May 2022

Dear Shareholder

Annual General Meeting

You will find included with this document a Notice convening the Annual General Meeting (the "Meeting") of ANGLE plc for 2:00 pm on Wednesday 29 June 2022 at which the following resolutions will be proposed:

1. **Resolution 1** to receive the Annual Report and Financial Statements of the Company for the year ended 31 December 2021.
2. **Resolution 2** to approve the Directors' Remuneration Report for the year ended 31 December 2021 set out on pages 62 to 64 of the Annual Report.

Note: this is an advisory vote only.

3. **Resolution 3** to re-appoint the auditors of the Company, PricewaterhouseCoopers LLP, and authorise the Directors to determine their level of remuneration.
4. **Resolution 4** to re-appoint as a Director Mr I F Griffiths who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, is offering himself for re-election.
5. **Resolution 5** to re-appoint as a Director Dr. J Groen who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, is offering himself for re-election.
6. **Resolution 6** to re-appoint as a Director Mr B Howlett who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, is offering himself for re-election.
7. **Resolution 7** to re-appoint as a Director Mr A D W Newland who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, is offering himself for re-election.
8. **Resolution 8** to re-appoint as a Director Mr G R Selvey who is retiring by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, is offering himself for re-election.
9. **Resolution 9** to grant the Directors authority to allot unissued shares in the capital of the Company up to an aggregate nominal amount of £7,838,324.

Note: the Directors wish to renew their authorisations with respect to the allotment of new shares.

10. **Resolution 10** to disapply statutory pre-emption rights.

Note: the Directors wish to renew their authorisations for the disapplication of the statutory pre-emption rights in respect of the allotment of new shares pursuant to rights issues or otherwise for cash, as detailed in the Notice of Annual General Meeting, to enable the Directors to take advantage of opportunities as they arise without the need for further Shareholder approval.

11. **Resolution 11** to grant the Directors authority to purchase issued shares in the capital of the Company up to an aggregate nominal amount of £2,351,497.

Note: whilst the Directors have no present intention of purchasing the Company's shares, the Directors are seeking authorisation as they wish to have the flexibility to do so if this was generally in the best interests of the Shareholders and (except in the case of purchases intended to satisfy obligations under share schemes) the expected effect of the purchase would be to increase earnings per share of the remaining shares.

The authorities requested in items 9, 10 and 11 will expire at the 2023 Annual General Meeting or, if earlier, 30 June 2023.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED**Meeting arrangements**

The Meeting of the Company will be held at 2:00 pm on Wednesday 29 June 2022 at the Holiday Inn Guildford, Egerton Road, Guildford, GU2 7XZ. The Board is looking forward to once again welcoming shareholders to the Meeting in person. As has been the case in recent years, the Board is pleased to be able to continue to offer shareholders the opportunity to follow proceedings online via a live webcast (joining instructions are provided below). Please note that only those shareholders or their nominated proxies who attend in person will be deemed to be present at the Meeting and will be entitled to speak and vote at the Meeting. If you are unable to attend the Meeting in person, you are strongly encouraged to vote in advance by appointing the Chairman or another duly nominated person as your proxy (instructions are provided below). Questions are invited to be submitted before the Meeting. The Company will continue to monitor the ongoing situation with regard to COVID-19 and any changes to the format of the Meeting including the ability for shareholders to attend in person, will be notified through a regulatory news service (RNS).

Business update presentation

The Board remains keen to encourage engagement with Shareholders. The Company will provide a business update presentation after the formalities of the Meeting are concluded. Shareholders are invited to submit questions in advance of the Meeting, which the Board will aim to answer during the business update presentation. While it may not be possible to answer individual questions, questions will be grouped into key themes and we will endeavour to answer these during the presentation or as part of concluding matters. Questions should be submitted to investor@angleplc.com before 5:00pm on 28 June 2022.

Details of how to join the Meeting and the business update presentation via an electronic platform are provided on page 110.

Action to be taken

Shareholders should register their Proxy Vote either online at www.signalshares.com or through CREST as outlined in the Notes to the Notice of Annual General Meeting as soon as possible, but in any event no later than 48 hours before the time fixed for the Meeting. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

Recommendation

Your Directors consider the resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its Shareholders. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

Garth Selvey
Chairman

(Company number 04985171)

NOTICE IS HEREBY GIVEN that the nineteenth **ANNUAL GENERAL MEETING** (the “**Meeting**”) of ANGLE plc (“**the Company**”) will be held at 2:00 pm on Wednesday 29 June 2022 at the Holiday Inn Guildford, Egerton Road, Guildford, GU2 7XZ for the purpose of considering and, if thought fit, passing the following resolutions of which the resolutions numbered 1 through 9 will be proposed as ordinary resolutions and resolutions numbered 10 and 11 will be proposed as special resolutions. Please refer to the notes to this Notice for details of how to watch the meeting online.

Ordinary Business

1. **TO** receive the Accounts of the Company for the year ended 31 December 2021, and the reports of the Directors and auditors thereon.
2. **TO** approve the Directors’ Remuneration Report as set out on pages 62 to 64 of the Annual Report for the year ended 31 December 2021. Note: this is an advisory vote only.
3. **TO** re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
4. **TO** re-appoint Mr I F Griffiths as a Director who, in accordance with the Articles of Association, is retiring at the Annual General Meeting and, being eligible, offers himself for re-election.
5. **TO** re-appoint Dr. J Groen as a Director who, in accordance with the Articles of Association, is retiring at the Annual General Meeting and, being eligible, offers himself for re-election.
6. **TO** re-appoint Mr B Howlett as a Director who, in accordance with the Articles of Association, is retiring at the Annual General Meeting and, being eligible, offers himself for re-election.
7. **TO** re-appoint Mr A D W Newland as a Director who, in accordance with the Articles of Association, is retiring at the Annual General Meeting and, being eligible, offers himself for re-election.
8. **TO** re-appoint Mr G R Selvey as a Director who, in accordance with the Articles of Association, is retiring at the Annual General Meeting and, being eligible, offers himself for re-election.

Special Business

9. **THAT**, for the purposes of section 551 of the Companies Act 2006 (“**the Act**”), the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company, or grant rights to subscribe for or convert any security into shares in the Company, up to an aggregate nominal amount of £7,838,324 PROVIDED that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the conclusion of the next Annual General Meeting of the Company or on 30 June 2023 EXCEPT that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or the granting of rights to subscribe for, or convert any security into, shares in the Company after such expiry and the Directors may allot shares and grant rights to subscribe for, or convert any security into, shares in the Company in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority shall replace any existing like authority which is hereby revoked with immediate effect but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.
10. **THAT**, subject to and conditional upon the passing of Resolution 9, the Directors be and they are hereby generally empowered, in addition to all existing authorities, pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 9 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register of members of the Company on a date fixed by the Directors in proportion (as nearly as may be practicable) to their respective holdings of such securities or in accordance with the rights attached thereto but SUBJECT to such exclusions, variations or other arrangements as the Directors may deem necessary or expedient to deal with:
 - i. fractional entitlements;
 - ii. directions from any holders of shares to deal in some other manner with their respective entitlements;
 - iii. legal or practical problems arising in any overseas territory;
 - iv. the requirements of any regulatory body or stock exchange; or
 - v. otherwise howsoever;
 - (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £2,351,497.

and the authority hereby conferred shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 30 June 2023 or at the conclusion of the next Annual General Meeting of the Company (whichever first occurs) EXCEPT that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

11. **THAT**, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary shares of £0.10 each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
- the maximum number of Ordinary shares that may be purchased is 23,514,972 (representing approximately 10% of the Company's issued share capital at the date of this notice);
 - the minimum price (exclusive of expenses) which may be paid for each Ordinary share is £0.10;
 - the maximum price (exclusive of expenses) which may be paid for each Ordinary share is an amount equal to 105% of the average of the middle market quotations of an Ordinary share of the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased, and the authority hereby conferred shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 30 June 2023 or at the conclusion of the next Annual General Meeting of the Company (whichever first occurs) EXCEPT that the Company may, before such expiry, enter into one or more contracts to purchase Ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary shares in pursuance of any such contract or contracts.

Registered Office
 10 Nugent Road
 Surrey Research Park
 Guildford
 GU2 7AF

By Order of the Board

Ian F Griffiths
 Company Secretary

Dated 26 May 2022

Notes:

- Under the Articles of Association of the Company, a member of the Company entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to vote instead of him. [A proxy need not be a member of the Company. 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. The Company will continue to monitor the ongoing situation with regard to COVID-19 and any changes to the format of the Meeting, including the ability for Shareholders to attend in person, will be notified through a regulatory news service (RNS).
- To be valid, an appointment of proxy must be registered with or returned to the Company's Registrars at least 48 hours before the time of the Meeting or any adjourned meeting by one of the following methods:
 - by logging on to www.signalshares.com and following the instructions;
 - you may request a hard copy Form of Proxy directly from the registrars, Link Group, 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. Link Group are open between 09:00 and 17:30, Monday to Friday excluding public holidays in England and Wales. The Form of Proxy in hard copy duly executed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be deposited at the Company's registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If a hard copy Form of Proxy is used to appoint more than one proxy, the Form of Proxy should be photocopied and completed for each proxy holder and the proxy holder's name should be written on the Form of Proxy together with the number of shares in relation to which the proxy is authorised to act. The box on the Form of Proxy must also be ticked to indicate that the proxy instruction is one of multiple instructions being given; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Note 4 of this document.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that, to be entitled to vote at the Meeting (and for the purpose of determining the number of votes they may cast), members must be entered on the Company's register of members at close of business on 27 June 2022. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to vote at the Meeting.
- To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by at least 48 hours before the time of the Meeting or any adjourned 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 issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. EUI does not make available special procedures in CREST for any particular messages, therefore normal system timings and limitations will apply in relation to the input of CREST proxy instructions. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulations 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your Proxy Vote must be received by the Company's registrars no later than at least 48 hours before the time of the Meeting or any adjourned meeting.

Explanatory Notes:**Resolution 1: Report and Financial statements**

The Directors are required to present to the Meeting the audited accounts and the reports of the Directors and the auditors for the year ended 31 December 2021.

Resolution 2: Directors' Remuneration Report

This resolution seeks approval of the Directors' Remuneration Report for the year ended 31 December 2021. The full text of the Directors' Remuneration Report is contained on pages 62 to 64 of the Company's Annual Report.

This is an advisory vote and no entitlement to remuneration for the year ended 31 December 2021 is conditional on the resolution being passed.

Resolution 3: Re-appointment of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. This resolution proposes the appointment and, in accordance with standard practice, gives authority to the Directors to determine the remuneration to be paid to the auditors.

Resolution 4 to Resolution 8: Re-appointment of Directors

Under Article 91 of the Articles of Association of the Company, each Director shall retire from office and will be eligible for re-appointment at the third Annual General Meeting after the meeting at which he was last re-appointed. Mr I F Griffiths, Dr. J Groen, Mr B Howlett, Mr A D W Newland and Mr G R Selvey were last re-appointed as Directors at the 2019 Annual General Meeting and, as such, are required to retire at this Annual General Meeting and, being eligible, offer themselves for re-election.

Resolution 9: Directors' authority to allot shares

Section 551 of the Act provides that the directors of a company may not allot shares (or grant rights to subscribe for shares or to convert any security into shares) in a company unless they have been given prior authorisation for the proposed allotment by ordinary resolution of the company's shareholders or by the Articles of Association of a company.

Accordingly, this resolution seeks to grant a new authority under section 551 of the Act to authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any securities into, shares of the Company and will expire on 30 June 2023 or at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, whichever occurs first.

If passed, Resolution 9 would give the Directors authority to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal value of £7,838,324 representing approximately one-third of the Company's nominal value of the issued share capital at the date of this notice.

Resolution 10: Disapplication of pre-emption rights

Under section 561(1) of the Act, if the Directors wish to allot any of the unissued shares or grant rights over shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing Shareholders. This cannot be done under the Act unless the Shareholders have first waived their pre-emption rights.

If passed Resolution 10 empowers the Directors to allot equity securities for cash other than in accordance with the statutory pre-emption rights in respect of (i) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas Shareholders, and in relation to fractional entitlements and certain other technical matters and (ii) generally in respect of Ordinary shares up to a maximum nominal value of £2,351,497, representing approximately 10% of the Company's nominal value of the issued share capital at the date of this notice. This is proposed as a special resolution.

Resolution 11: Authority for market purchase

Resolution 11 will permit the Company to purchase up to 23,514,972 Ordinary shares of £0.10 each (representing approximately 10% of the shares in issue as at the date of this notice) through the market subject to the pricing limits set out in the resolution and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 30 June 2023 or at the conclusion of the next Annual General Meeting of the Company (whichever first occurs). This is proposed as a special resolution.

GENERAL INFORMATION FOR SHAREHOLDERS

In respect of the Annual General Meeting

Time of the Meeting

The Meeting will start promptly at 2:00 pm on Wednesday 29 June 2022.

The venue

The Meeting will be held at the Holiday Inn Guildford, Egerton Road, Guildford, GU2 7XZ.

Attending the Meeting

The Meeting will be held in person at 2:00 pm on Wednesday 29 June 2022 at the Holiday Inn Guildford, Egerton Road, Guildford, GU2 7XZ. As has been the case in recent years, the Board is pleased to be able to continue to offer shareholders the opportunity to follow proceedings online via a live webcast (joining instructions are provided below). Please note that only those shareholders or their nominated proxies who attend in person will be deemed to be present at the Meeting and will be entitled to speak and vote at the Meeting. If you are unable to attend the Meeting in person, you are strongly encouraged to vote in advance by appointing the Chairman or another duly nominated person as your proxy (instructions are provided below). Questions are invited to be submitted before the Meeting.

The Company will continue to monitor the ongoing situation with regard to COVID-19 and any changes to the format of the Meeting, including the ability for Shareholders to attend in person, will be notified through a regulatory news service (RNS).

Shareholders are asked to exercise their votes by submitting their proxy as set out in the Notice of Meeting above. All Shareholders are strongly recommended to vote electronically at www.signalshares.com as your vote will automatically be counted.

Travel details

Directions to the venue can be found at <https://www.ihg.com/holidayinn/hotels/gb/en/guildford/guisu/hoteldetail/directions>

There is easy access to the venue from the A3 and there is a large secure car park.

The nearest railway station is Guildford, and the venue is located approximately five minutes taxi ride or ten minutes bus ride from the railway station. The bus stop is situated at the end of the hotel driveway.

Viewing the Meeting

The Meeting will be made available online to enable Shareholders to follow proceedings and shareholders can view the Meeting remotely. The Company will provide a business update presentation after the formalities of the Meeting are concluded.

A live webcast of the Meeting may be accessed via <https://www.investormeetcompany.com/angle-plc/register-investor>. Details of how to follow proceedings online can also be accessed via ANGLE's Investor Centre page, <https://angleplc.com/investor-relations>. Please register in advance and log on to the webcast approximately five minutes before 2:00pm on Wednesday 29 June 2022.

The Board remains keen to encourage engagement with our Shareholders. Shareholders are invited to submit questions in advance of the Meeting, which the Board will aim to answer during the business update presentation. While it may not be possible to answer individual questions, questions will be grouped into key themes and we will endeavour to answer these during the presentation or as part of concluding matters. Questions should be submitted to investor@angleplc.com before 5:00pm on 28 June 2022.