

▶ NOTICE OF ANNUAL GENERAL MEETING

Directors:

J E Eid (Non-executive Director)
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)
J Thompson (Non-executive Director)

Registered Office

10 Nugent Road
Surrey Research Park
Guildford
GU2 7AF

12 May 2023

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 28 June 2023 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 2022.
2. **Resolution 2** to approve the Directors' Remuneration Report for the year ended 31 December 2022 set out on pages 68 to 70 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 appoint as a Director Dr. J E Eid who was appointed as a Director of the Company since the 2022 Annual General Meeting, who is retiring in accordance with Article 96 of the Company's Articles of Association and who, being eligible, is offering himself for election.
5. **Resolution 5** to appoint as a Director Ms J Thompson who was appointed as a Director of the Company since the 2022 Annual General Meeting, who is retiring in accordance with Article 96 of the Company's Articles of Association and who, being eligible, is offering herself for election.
6. **Resolution 6** to grant the Directors authority to allot unissued shares in the capital of the Company up to an aggregate nominal amount of £8,686,018.

Note: the Directors wish to renew their authorisations with respect to the allotment of new shares.
7. **Resolutions 7 and 8** 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 and for financing a transaction which the Directors determine to be an acquisition or other capital investment, 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. The resolutions proposed are in line with the most recent Statement of Principles on Disapplying Pre-emption Rights published by the Pre-Emption Group in November 2022 (the "PEG Statement of Principles 2022") and in line with the guidance issued by the Investment Association.
8. **Resolution 9** to grant the Directors authority to purchase issued shares in the capital of the Company up to an aggregate nominal amount of £2,605,806.

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 6, 7, 8 and 9 will expire at the 2024 Annual General Meeting or, if earlier, 15 months from the date of the passing of the resolution.

Meeting arrangements

The Meeting will be held at 2:00 pm on Wednesday 28 June 2023 at the Holiday Inn Guildford, Egerton Road, Guildford, GU2 7XZ. 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.

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.

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 OF ANNUAL GENERAL MEETING CONTINUED**

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** (the "**Meeting**") of ANGLE plc ("**the Company**") will be held at 2:00 pm on Wednesday 28 June 2023 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 6 will be proposed as ordinary resolutions and resolutions numbered 7 through 9 will be proposed as special resolutions.

Ordinary Business

1. **TO** receive the Financial Statements of the Company for the year ended 31 December 2022, and the reports of the Directors and auditors thereon.
2. **TO** approve the Directors' Remuneration Report as set out on pages 68 to 70 of the Annual Report for the year ended 31 December 2022. 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 Financial Statements are laid and to authorise the Directors to determine their remuneration.
4. **TO** appoint Dr. J E Eid as a Director, who was appointed as a Director of the Company since the 2022 Annual General Meeting.
5. **TO** appoint Ms J Thompson as a Director, who was appointed as a Director of the Company since the 2022 Annual General Meeting.

Special Business

6. **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 £8,686,018 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 the date falling 15 months after the passing of this resolution 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.
7. **THAT**, subject to and conditional upon the passing of Resolution 6, 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 6 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) of this resolution 7) up to an aggregate nominal amount of £2,605,806; and
 - (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this Resolution 7 up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 7, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the PEG Statement of Principles 2022 prior to the date of this notice.

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on the date falling 15 months after the passing of this resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

8. **THAT**, if Resolution 6 is passed, the Board be authorised in addition to any authority granted under Resolution 7 to allot equity securities (as defined in the Act) for cash under the authority given by that Resolution 6 and/or to sell ordinary shares of £0.10 each in the capital of the Company ("Ordinary Shares") held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,605,806, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the PEG Statement of Principles 2022 prior to the date of this notice; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 8) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 8, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the PEG Statement of Principles 2022 prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, on the date falling 15 months after the passing of this resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

9. **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 on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares that may be purchased is 26,058,055 (representing approximately 10% of the Company's issued share capital at the date of this notice);
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is £0.10;
- (c) 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 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) at the end of the next AGM of the Company or, if earlier, at the close of business on the date falling 15 months after the passing of this resolution 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

Dated 12 May 2023

By Order of the Board

Ian F Griffiths
Company Secretary

▶ NOTICE OF ANNUAL GENERAL MEETING CONTINUED**Notes:**

1. 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 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.
2. To be valid, an appointment of proxy must be registered with or returned to the Company's Registrar 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 Registrar, 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 Registrar, 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;
 - 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 2pm on Monday 26 June 2023 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;
 - 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.
3. 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 26 June 2023. 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.
4. 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 Registrar no later than at least 48 hours before the time of the Meeting or any adjourned meeting.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. A corporation must execute the Form of Proxy under the hand of a duly authorised officer or attorney. The power of attorney or authority (if any) should be returned with the Form of Proxy.
7. 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).
8. If a shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which appointment was received last, none of them will be treated as valid in respect of that share.
9. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6.00 p.m. on 26 June 2023 (or, in the event of any adjournment, not less than 48 hours before the time of the adjourned meeting (excluding any part of a day that is not a working day)). 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.
10. As at 12 May 2023, being the last practicable day prior to the date of this Notice of AGM, the Company's issued share capital consisted of 260,580,547 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 May 2023 is 260,580,547.

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

The Directors are required to present to the Meeting the audited Financial Statements and the reports of the Directors and the auditors for the year ended 31 December 2022.

Resolution 2: Directors' Remuneration Report

This resolution seeks approval of the Directors' Remuneration Report for the year ended 31 December 2022. The full text of the Directors' Remuneration Report is contained on pages 68 to 70 of the Company's Annual Report.

This is an advisory vote and no entitlement to remuneration for the year ended 31 December 2022 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 Financial Statements 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.

Resolutions 4 and 5: Appointment of Directors

Under article 96 of the Articles of Association of the Company, a Director appointed since the previous Annual General Meeting shall hold office only until the next Annual General Meeting when he/she shall retire from office and will be eligible for appointment at the Annual General Meeting. Dr. J E Eid and Ms J Thompson were appointed since the 2022 Annual General Meeting and, as such, are required to retire at this Annual General Meeting and, being eligible, offer themselves for election.

Resolution 6: 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 the date falling 15 months after the passing of this resolution 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 6 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 £8,686,018 representing approximately one-third of the Company's nominal value of the issued share capital at the date of this notice.

Resolutions 7 and 8: 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. The resolutions proposed are in line with the PEG Statement of Principles 2022 and in line with the guidance issued by the Investment Association.

If passed, Resolution 7 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 £2,605,806, representing approximately 10% of the Company's nominal value of the issued share capital as at the date of this notice, together with authority for up to a maximum nominal value of £521,161, representing approximately 2% of the Company's issued ordinary share capital as at the date of this notice, to be used only for the purposes of a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the PEG Statement of Principles 2022. This is proposed as a special resolution.

If passed, Resolution 8 empowers the Directors to make allotments for cash, in respect of a further maximum nominal value of £2,605,806, representing approximately 10% of the Company's issued ordinary share capital as at the date of this notice, provided that this power may be used only for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the PEG Statement of Principles 2022, together with authority for up to maximum nominal value of £521,161, representing approximately 2% of the Company's issued ordinary share capital as at the date of this notice, to be used only for the purposes of a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the PEG Statement of Principles 2022. This is proposed as a special resolution.

The Directors intend to adhere to the guidelines set out in the PEG Statement of Principles 2022, and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 7 or Resolution 8 in excess of an amount equal to 10% of the Company's issued ordinary share capital (excluding treasury shares) in any one-year period, whether or not in connection with an acquisition or specified capital investment, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

These authorities will expire on the date falling 15 months after the passing of the resolutions or, if sooner, the conclusion of the next AGM of the Company after the passing of the resolutions. The exception to this is that the Directors may allot equity securities after the authorities have expired in connection with an offer or agreement made or entered into before the authorities expired.

Resolution 9: Authority for market purchase

If passed, Resolution 9 will permit the Company to purchase up to 26,058,055 Ordinary Shares (representing approximately 10% of the Ordinary 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 the date falling 15 months after the passing of this resolution 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 28 June 2023.

The venue

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

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. Please note you need to register your car for free parking.

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.