

## Notice of Annual General Meeting

# Big Technologies PLC

(Incorporated and registered in England and Wales with company no. 10791781)

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.**

If you have sold or otherwise transferred all of your ordinary shares in Big Technologies plc (the "Company"), please send this document together with the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

### Dear Shareholder

It is the present intention of the Directors that the second Annual General Meeting (the "Annual General Meeting" or "AGM") of the Company be held at the offices of Hill Dickinson, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW at 11.00 a.m. on 23 May 2023.

### Business of the Meeting

The formal notice of the AGM is set out on pages 2 and 3 of this document and full details of the Resolutions to be proposed at the AGM are contained in the Explanatory Notes on pages 4 to 7 of this document.

All times shown in this document are UK times unless otherwise indicated.

### How to Vote

A Form of Proxy for use at the Annual General Meeting accompanies this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be deposited at the offices of the Registrar of the Company, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or if you prefer you may return the Form of Proxy to the Registrar in an envelope addressed to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Please note that delivery using this service can take up to 5 business days.

Alternatively, if you hold your shares in CREST, you may appoint a proxy via the CREST electronic proxy appointment service.

Notice of your appointment of a proxy should reach Link Group by no later than 11.00 a.m. on 19 May 2023 or 48 hours before any adjourned meeting. Completion of the Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

### Board Recommendation

The Directors believe that each of the proposed Resolutions to be considered at the AGM is in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

The results of the AGM will be announced as soon as practicable after the conclusion of the AGM and will appear on the Company's website [www.bigtechnologies.co.uk](http://www.bigtechnologies.co.uk).

### Simon Collins

Non-Executive Chair

25 April 2023

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(Incorporated and registered in England and Wales with company no. 10791781)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the second Annual General Meeting of Big Technologies plc (the "Company") will be held at Hill Dickinson, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, on 23 May 2023 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the below Resolutions 1 to 5 (inclusive) as ordinary resolutions and Resolutions 6 and 7 as special resolutions.

### ORDINARY RESOLUTIONS

1. That the audited accounts of the Company for the financial year ended 31 December 2022 be received and considered, together with the Directors' Report and Auditors' Report.
2. That the Remuneration Committee Report, which is set out in the Annual Report and Accounts of the Company for the year ended 31 December 2022 on pages 48 to 52, be approved.
3. That Crowe U.K. LLP be re-appointed as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before the Company.
4. That the Audit Committee of the Company be authorised to determine the auditor's remuneration.
5. That the Directors of the Company be authorised to generally and unconditionally pursuant to section 551 of the Companies Act 2006 (the "Act") (in substitution for all existing authorities granted to the directors of the Company under section 551 of the Act (to the extent that they remain in force and unexercised)) to exercise all or any of the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into such shares of the Company ("Rights") up to an aggregate nominal amount of £968,134 being approximately one third of the issued ordinary share capital of the Company as at the date immediately prior to the date of this notice) to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of the Company), provided that this authority shall expire on the earlier of the date falling six months after the next accounting reference date of the Company and the conclusion of the next annual general meeting of the Company after the passing of this Resolution unless varied, revoked or renewed by the Company in general meeting, save that the Company may, before the expiry of the authority granted by this Resolution, make a further offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors of the Company may allot shares and grant Rights in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

### SPECIAL RESOLUTIONS

6. That the Directors of the Company be and are empowered (subject to the passing of Resolution 5 and in substitution for all existing like powers granted to the directors of the Company (to the extent that they remain in force and unexercised)) 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 5 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561(1) of the Act and sections (1) – (6) of sections 562 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - 6.1 in connection with or pursuant to a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of stock exchange or any recognised regulatory body in any, territory; and
  - 6.2 (otherwise than pursuant to sub-paragraph 6.1 above) up to an aggregate nominal amount of £290,440 (being approximately 10 per cent of the issued ordinary share capital of the Company as at the date immediately prior to the date of this notice), and shall expire on the earlier of the date falling six months after the next accounting reference date of the Company and the conclusion of the next annual general meeting after the passing of this Resolution, save that the Company may, before the expiry of any power contained in this Resolution, make a further offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

7. That the Company be generally and unconditionally authorised for the purpose of section 701 of the Act and in accordance with article 16 of the Company's Articles of Association, to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the directors of the Company may from time to time determine provided that:
- 7.1 the maximum number of Ordinary Shares that may be purchased under this authority is restricted to 29,044,008 (being approximately 10 per cent. of the issued ordinary share capital of the Company as at the date immediately prior to the date of this notice);
  - 7.2 the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase); and
  - 7.3 the maximum price which may be paid for any and each Ordinary Share purchased under this authority shall not be more than the higher of:
    - 7.3.1 an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
    - 7.3.2 the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out, in each case exclusive of expenses payable by the Company.

The authority hereby conferred shall expire on the earlier of the date falling six months after the next accounting reference date of the Company and the conclusion of the next annual general meeting after the passing of this Resolution, save that the Company may enter into a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.

By order of the board

**Daren Morris**

Company Secretary  
25 April 2023

**Registered Office:**

Talbot House, 17 Church Street, Rickmansworth, WD3 1DE

## Notice of Meeting Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at the Annual General Meeting 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 19 May 2023, or in the event that the AGM is adjourned, in the Register of Members which is two days prior to the date fixed for holding any adjourned meeting. 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 AGM.
2. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 15 minutes prior to the commencement of the Meeting at 11.00 a.m. on 23 May 2023 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, 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.
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 either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - by contacting our Registrar, Link Group, if you need help with voting online, or require a paper proxy form, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; 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 a valid form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by 11.00 a.m. on 19 May 2023.

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 proxy form, electronic filing or any CREST Proxy Instructions (as described in note 11 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
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 AGM) by using the procedures described in the CREST manual (available from [www.euroclear.com](http://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 11.00 a.m. on 19 May 2023 (or 48 hours before the date of an adjourned AGM). 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. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
  13. 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.
  14. As at 24 April 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 290,440,082 Ordinary Shares, carrying one vote each.
  15. 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.
  16. 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.
  17. 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.bigtechnologies.co.uk](http://www.bigtechnologies.co.uk).
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## Explanatory Notes

The following notes give an explanation of the proposed Resolutions.

Resolutions 1 to 5 (inclusive) are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 6 and 7 (inclusive) are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

The Directors consider the passing of all of the Resolutions to be in the best interests of the Company and its Shareholders and accordingly recommend that you vote in favour of these Resolutions as they intend to do so in respect of their own shareholdings.

### **Resolution 1 – Annual Report and Accounts**

The Directors of the Company must present the audited accounts for the year ended 31 December 2022 to the AGM.

### **Resolution 2 – Directors' Remuneration Report**

It is proposed that the Directors' Remuneration Report for the financial year ended 31 December 2022, as set out on pages 46 to 50 of the Annual Report, be approved. The Directors' Remuneration Report contains, inter alia, details of the Directors who were members of the Remuneration Committee, a forward looking statement of the Company's policy on Directors' remuneration for subsequent financial years, details of the Directors' service agreements and specific disclosures relating to each Director's remuneration including the growth share plan for executive directors. This vote to approve the Remuneration Committee Report is advisory only and the Directors' entitlement to receive remuneration is not conditional on it.

### **Resolution 3 – Auditor Appointment**

The Company is required to appoint the auditor at each general meeting at which accounts are presented, to hold office until the end of the next such meeting. Resolution 3, which is recommended by the Audit Committee, proposes the reappointment of the Company's existing auditor, Crowe UK LLP.

### **Resolution 4 – Auditor's Remuneration**

This Resolution follows best practice in corporate governance by separately seeking authority for the Audit Committee to determine the auditor's remuneration.

### **Resolution 5 – Directors' power to allot relevant securities**

The Company's Directors may only allot ordinary shares or grant rights over ordinary shares if authorised to do so by Shareholders. The authority granted at the AGM of the Company on 27 May 2022 under section 551 of the Companies Act 2006 to allot relevant securities is due to expire at the conclusion of this year's AGM. Accordingly, this Resolution seeks to grant a new authority to authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company and will expire at the conclusion of the next AGM of the Company in 2024 or, if earlier, the close of business on 1 July 2024.

If passed, the authority granted by the passing of this Resolution will be limited to an aggregate nominal value of £968,134 of Ordinary Shares which represents approximately one third of the ordinary share capital in issue as at the date immediately prior to the date of this Notice. If renewed, the authority will, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this Resolution or, if earlier, on 1 July 2024.

### **Resolution 6 – Disapplication of pre-emption rights**

Under section 561(1) of the Companies Act 2006, if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury 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 Companies Act 2006 unless the Shareholders have first waived their pre-emption rights.

In 2015, the Pre-Emption Group (which represents the Investment Association and the Pension and Lifetime Savings Association) published a revised statement of principles for the disapplication of pre-emption rights (the "Principles"). The Principles relate to issues of equity securities for cash other than on a pre-emptive basis (i.e. other than pro rata to existing Shareholders) by all companies (wherever incorporated) with shares admitted to the Premium Listing segment of the Official List of the UK Listing Authority and to trading on the Main Market for listed securities of the London Stock Exchange. Certain other companies, including those with shares admitted to trading on AIM, are encouraged to adopt the Principles.

The Principles provide that a general authority for the disapplication of pre-emption rights over approximately 5 per cent of the Company's issued ordinary share capital should be treated as routine.

Other than in connection with a rights issues or any other pre-emptive offer concerning equity securities, and subject to the passing of Resolution 5, this Resolution seeks to replace the authority conferred on the Directors at the AGM of the Company on 27 May 2022 to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) without application of pre-emption rights. The authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of £290,440, which is equivalent to approximately 10 per cent of the Company's issued ordinary share capital as at the date immediately prior to the date of this Notice.

This Resolution will be proposed as a Special Resolution. If renewed, the authority will, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next AGM of the Company in 2024 or, if earlier, the close of business on 1 July 2024. The Directors intend to renew this authority annually and confirm their intention to follow best practice, as set out in the Principles, which provide that usage of this authority in excess of 7.5 per cent of the Company's issued ordinary share capital in a rolling three year period would not take place without prior consultation with key Shareholders.

### **Resolution 7 – Company's authority to purchase its own ordinary shares**

In certain circumstances it may be advantageous for the Company to purchase its own shares and this Resolution seeks the authority from Shareholders to do so. It is proposed that the Company be authorised to make market purchases up to an aggregate of 29,044,008 Ordinary Shares, representing approximately 10 per cent of the Company's issued ordinary share capital as at the date immediately prior to the date of this Notice.

The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares.

This Resolution provides the flexibility to allow the Company to purchase its own shares in the future and is intended to allow your Board to take advantage of opportunities that may arise to increase Shareholder value. The Directors will exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will be likely to promote the success of the Company for the benefit of its members as a whole. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in the market under this authority may be either cancelled or, pursuant to the Companies Act 2006 and the authority conferred by this Resolution, held as treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

Shares held in treasury allow the Company to quickly and cost-effectively reissue shares and also gives the Company the opportunity to satisfy employee share scheme awards. The total number of options to subscribe for Ordinary Shares that were outstanding at the date immediately prior to the date of this Notice was 3,859,950. The proportion of issued share capital that they represent at this time is 1.3 per cent and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 1.5 per cent.

The authority given under this Resolution will, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next AGM of the Company in 2024, or, if earlier, the close of business on 1 July 2024. It is the present intention of the Directors to seek renewal of this authority annually.

