

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own legal and/or financial advice.

If you have sold or transferred all of your shares in Servoca Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

SERVOCA PLC

(incorporated and registered in England and Wales under number 02641313)

NOTICE OF ANNUAL GENERAL MEETING

28 JUNE 2023

SERVOCA PLC

(incorporated and registered in England and Wales under number 02641313)

Registered office:
Kingston House,
Towers Business Park,
Wilmslow Road,
Manchester
M20 2LD

31 May 2023

Dear Shareholder

Notice of Annual General Meeting (“AGM”) and Annual Report & Financial Statements for the year ended 31 December 2022 (“Annual Report”)

Servoca Plc (“**the Company**”) has published its results for the year ended 31 December 2022.

The AGM will be held at 10:00 a.m. on 28 June 2023 at the Company’s head office at Audrey House, 16-20 Ely Place, London EC1N 6SN.

The Notice of AGM and the Annual Report and Financial Statements have been published on the Company’s website at www.servoca.com, in the section headed “**Shareholder Documents**” under the “**Investors**” tab. To access these documents you will need to have Adobe Acrobat Reader, or equivalent, installed on your computer.

Finally, I take this opportunity to remind you of the investor relations information that is available to shareholders via the Company’s website. This includes information on your Directors, significant shareholders, Company documents recently published and other information on the Company and the Group’s activities. Please visit the website for further information.

Yours faithfully

Chris Hinton
Company Secretary

Servoca Plc

(Incorporated in England and Wales with registered number 02641313)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“**AGM**”) of the Company (the “**Company**”) will be held at Audrey House, 16-20 Ely Place, London EC1N 6SN at 10:00a.m. on 28 June 2023.

You will be asked to consider and vote on the resolutions below.

The Board is asking Shareholders to exercise their votes by submitting their proxy in advance of the AGM, or by attendance.

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

Ordinary Resolutions

As Ordinary Business:

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

1. To receive and adopt the Report of the Directors, the Financial Statements and the Auditors’ Report thereon for the year ended 31 December 2022.
2. To re-appoint RSM UK Audit LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors to fix their remuneration.
3. **THAT**, Christopher Hinton, who retires by rotation and offers himself for re-appointment, be re-elected as a Director of the Company.
4. **THAT**, John Foley, who retires by rotation and offers himself for re-appointment, be re-elected as a Director of the Company.
5. **THAT**, Jonathan Long, who retires by rotation and offers himself for re-appointment, be re-elected as a Director of the Company.

As Special Business:

6. **THAT**, pursuant to section 551 of the Companies Act 2006, and in substitution for the authority granted at the annual general meeting of the Company held on 28 April 2022, the directors be and are hereby generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal value of £294,213, provided that:
 - a. this authority shall unless renewed, varied or revoked by the Company, expire on the earlier of the next annual general meeting of the Company held after the date on which this resolution is passed and the date falling 15 months after the passing of this resolution; and
 - b. the Company may, before such expiry, make one or more offers or agreements that would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements as if the authority hereby conferred had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities

Special Resolution

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

7. **THAT**, subject to the passing of Resolution 6, the directors are hereby authorised to allot equity securities (as defined in the Companies Act 2006) under the authority given by that resolution for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment, such authority to be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £44,132. This authority shall expire at the end of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offers or enter into agreements which would, or might, require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the authority had not expired.

BY ORDER OF THE BOARD

Chris Hinton

Company Secretary
31 May 2023

Registered Office:

Kingston House
Towers Business Park
Wilmslow Road
Manchester
England
M20 2LD

Notes to the Notice of Annual General Meeting:

- 1 You are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can appoint a proxy to vote either by:
 - (a) logging on to www.signalshares.com using the investor code which is on your share certificate and following the instructions; or
 - (b) requesting a hard copy Form of Proxy directly from the Company's Registrars, Link Group, by telephoning +44(0)371 664 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. Lines are open 09:00a.m. to 5.30p.m. Monday to Friday, excluding bank holidays in England and Wales). Hard copy Forms of Proxy should be returned to Link Group at PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.
- 2 A proxy does not need to be a member of the Company but must attend the meeting to represent you.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may do so either by logging on to www.signalshares.com and following the procedure for appointing a proxy, by photocopying the Form of Proxy or by contacting the Company's registrars at the address in note 4 below. Please indicate on the form the proxy's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Also, please indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed by you and should be returned together in the same envelope.
- 4 The notes to the Form of Proxy explain how to direct your proxy on which way to vote on the resolution or to withhold his vote. To appoint a proxy, the form must be:
 - (a) completed and signed by you;
 - (b) sent or delivered to Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom and
 - (c) received by Link Asset Services before 10:00a.m. on 26 June 2023.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy thereof) must be included with the Form of Proxy.
- 5 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding. The first-named is the most senior.
- 6 Members who have general queries about the meeting should contact the Company Secretary on telephone number 0207 747 3030, email address agm@servoca.com or by post to Kingston House, Towers Business Park, Wilmslow Road, Manchester, England M20 2LD.
- 7 As at 5:00p.m. on the business day immediately prior to the date of posting this Notice of Annual General Meeting, the Company's issued voting ordinary share capital comprised 88,263,995 Ordinary Shares of 1 pence each. Each Ordinary Share carries the right to one vote at an annual general meeting of the Company.

Explanatory Notes to Notice of AGM

Summary of Resolutions

The full form of the resolutions to be considered and, if thought fit, approved at the AGM are set out in the Notice of Annual General Meeting as contained in Part 4 of this document (“**Resolutions**”).

By way of a summary, resolutions 1 to 5 set out in the Notice of Annual General Meeting deal with the ordinary business to be transacted at the AGM. Resolutions 1 to 6 (inclusive) are ordinary resolutions and resolution 7 is a special resolution.

As ordinary business:

Resolution 1: Reports and Financial Statements (*Ordinary Resolution*)

The Directors are required by law to present to the meeting the audited accounts and the reports of the Directors and the auditors contained in the Annual Report and Financial Statements.

Resolution 2: Re-appointment of auditors (*Ordinary Resolution*)

At every general meeting at which accounts are laid before the Company, the Company is required to appoint auditors to hold office until the end of the next such meeting. RSM UK Audit LLP have indicated that they are willing to continue in office as the Company’s auditors for the next financial year. Accordingly, this resolution proposes their re-appointment and, in accordance with standard practice, gives authority to the Directors to determine their remuneration.

Resolutions 3 to 5 – Re-election of Directors (*Ordinary Resolution*)

Under the Company’s Articles of Association, one third of the Directors shall retire at each annual general meeting. Retiring Directors are eligible to seek re-election by the Shareholders if they so wish. Christopher Hinton, John Foley and Jonathan Long retire by rotation and, in accordance with the Articles of Association and being eligible, offer themselves for re-election.

Biographical details of the Directors are given in the “Directors & Committee” page of the Company’s website (www.servoca.com).

As special business:

Resolution 6 – Authority to allot Shares (*Ordinary Resolution*)

This authority generally authorises the Directors for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to allot shares or grant rights up to the aggregate nominal amount of £294,213 Ordinary Shares in the capital of the Company. This authority, if passed, is in place for a maximum of 15 months from the date of the AGM unless renewed, varies or revoked by the Company prior to or on that date.

Resolution 7 – Dis-application of Pre-Emption Rights (*Special Resolution*)

If equity securities are to be allotted for cash, section 570 of the Act requires that those equity securities are offered first to existing shareholders in proportion to the number of Ordinary Shares held by them at the time of the offer and otherwise in compliance with the technical requirements of the Act. This resolution, if passed, will allow the Directors to allot shares up to the nominal amount of £44,132 for cash without the need to first offer them to the existing shareholders in accordance with the Act.