# Notice of Annual General Meeting 2026

**SDI Group plc**
(incorporated in England and Wales with registered number 06385396)

NOTICE is hereby given that the **Annual General Meeting ('AGM')** of SDI Group plc will be held at the offices of Stifel Nicolaus Europe Limited, 4th Floor, 150 Cheapside, London EC2V 6ET, on Wednesday 23 September 2026 at 11.00am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 11 will be proposed as ordinary resolutions and must receive more than 50% of the votes cast in order to be passed. Resolutions 12, 13 and 14 will be proposed as special resolutions and must receive at least 75% of the votes cast in order to be passed.

# Part I – Notice of Annual General Meeting 2026

## Ordinary business

### Ordinary resolutions

**1. Report and accounts**
That the audited Annual Report and financial statements for the year ended 30 April 2026 be received.

**2. Reappointment of Auditor**
That PKF Littlejohn LLP be reappointed as Auditor of the Company until the conclusion of the next AGM of the Company at which accounts are laid before the members.

**3. Auditor remuneration**
That the Directors of the Company ('Directors') be authorised to determine the Auditor's remuneration.

**4. Reappointment of a Director**
That Ken Ford be reappointed as a Director.

**5. Reappointment of a Director**
That Stephen Brown be reappointed as a Director.

**6. Reappointment of a Director**
That Louise Early be reappointed as a Director.

**7. Reappointment of a Director**
That Andrew Hosty be reappointed as a Director.

**8. Reappointment of a Director**
That Amitabh Sharma be reappointed as a Director.

**9. Reappointment of a Director**
That Mark Fryer be reappointed as a Director.

**10. Advisory vote on the Directors' Remuneration Report**
That the Directors' Remuneration Report for the year ended 30 April 2026 (excluding the Directors' Remuneration Policy), as set out on pages 59, 61 and 62 of the Group's Annual Report and Accounts for the financial year ended 30 April 2026, be and is hereby approved on an advisory basis.

## Special business

As special business, to consider and, if thought fit, to pass Resolution 11 as an ordinary resolution and Resolutions 12, 13 and 14 as special resolutions:

### Ordinary resolution

**11. Directors' authority to allot shares**
THAT, in accordance with section 551 of the Companies Act 2006 ('CA 2006'), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:

(A) up to an aggregate nominal amount of £348,577 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (B) below in excess of such sum); and

(B) comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £697,154 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (A) above) in connection with a fully pre-emptive offer:

(i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The authority granted by this Resolution will expire, unless previously renewed, varied or revoked by the Company in general meeting, on the conclusion of the next AGM of the Company or, if earlier, on 26 December 2027, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for, or convert securities into, shares to be granted and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for, or convert securities into, shares 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 resolutions

**12. Disapplication of statutory pre-emption rights (General)**
THAT, subject to the passing of Resolution 11, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

(A) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (B) of Resolution 11, by way of a fully pre-emptive offer only):

(i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;

(B) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (A) of this Resolution) to any person up to an aggregate nominal amount of £104,573; and

(C) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (A) or (B) of this Resolution) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B), such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority granted by this Resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution or, if earlier, at the close of business on 26 December 2027, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

**13. Disapplication of pre-emption rights (acquisition or capital investment)**

THAT, subject to the passing of Resolution 11, the Directors be authorised, in addition to any authority granted under Resolution 12, to allot equity securities (as defined in section 560 of the CA 2006) and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided such authority shall be:

(A) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £104,573, to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(B) limited to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (A) above) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority granted by this Resolution will expire at the conclusion of the Company's next annual general meeting after this Resolution is passed or, if earlier, at the close of business on 26 December 2027, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

**14. Authority to buy back shares**

That the Company be generally and unconditionally authorised for the purposes of section 701 of the CA 2006 to make market purchases (as defined by section 693(4) of the CA 2006) of ordinary shares of £0.01 each in its capital on such terms and in such manner as the Directors may from time to time determine, provided that:

(A) the maximum aggregate number of ordinary shares authorised to be purchased is 10,457,313;

(B) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is £0.01 per share, being the nominal value of each ordinary share;

(C) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is the higher of:

(i) an amount equal to 105% of the average middle market quotations for an ordinary share in the Company as derived from the Daily List of the AIM market of London Stock Exchange plc for the five business days immediately preceding the date on which such ordinary share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and

(D) the authority conferred by this Resolution will expire, unless previously renewed, varied or revoked by the Company in general meeting on the conclusion of the next AGM of the Company, or, if earlier, at the close of business on 26 December 2027, save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase ordinary shares which may be executed wholly or partly after the expiry of such authority.

By order of the Board dated 28 August 2026

**Amitabh Sharma**
Company Secretary

**SDI Group plc**
Beacon House, Nuffield Road
Cambridge CB4 1TF

# Part II – Notes to the Notice of Annual General Meeting

## Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members at:
   - 11.00am on 21 September 2026; or
   - if this AGM is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting

   shall be entitled to attend and vote at the AGM.

## Appointment of proxies

You can register your vote(s) for the AGM either:

- by visiting www.shareregistrars.uk.com, clicking on the 'Proxy Vote' button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.

In order for a proxy appointment to be valid, the proxy must be received by Share Registrars Limited by 11.00am on 21 September 2026.

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. 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 photocopy the proxy form. Please indicate the proxy holder'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). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.

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.

## Appointment of proxy using hard-copy proxy form

6. In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. In each case the proxy appointment must be received not less than 48 hours (excluding non-working days) before the time for the holding of the AGM or adjourned meeting together with any authority (or a duly certified copy of such authority) under which it is signed.

## Appointment of proxies through CREST

8. As an alternative to completing the hard-copy proxy form, CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

   In order for a proxy appointment 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 & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: 7RA36) by not later than 48 hours (excluding non-working days) prior to the time appointed for the AGM or 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 Company'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.

   CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 service 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.

## Appointment of proxy by joint members

9. 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).

## Changing proxy instructions

10. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

    Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, tel. 01252 821390.

    If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

## Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

    The revocation notice must be received by Share Registrars not less than 48 hours, excluding non-working days, before the time for holding the AGM or adjourned meeting.

    If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

    Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

## Corporate representatives

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

## Issued shares and total voting rights

13. As at 7.00am on 28 August 2026, the Company's issued share capital comprised 104,573,126 ordinary shares of 1p each. 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 7.00am on 28 August 2026 is 104,573,126.

## Communication

14. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):

    - calling the Share Registrars shareholder helpline on 01252 821390 or, if calling from outside the UK, on +44 1252 821390. The helpline is available between the hours of 9.00am and 5.00pm Monday to Friday, excluding public holidays.

    You may not use any electronic address provided either:

    - in this notice of Annual General Meeting; or
    - in any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

## Resolution 10: Advisory vote on the Directors' Remuneration Report

15. This Resolution asks shareholders to approve the Directors' Remuneration Report for the financial year ended 30 April 2026. In line with established best practice for publicly traded companies, this vote is advisory and serves as a key mechanism for shareholder feedback on the implementation of our Remuneration Policy during the past year. The Directors' Remuneration Report provides a comprehensive overview from the Chairman of the Remuneration Committee and a detailed breakdown of the remuneration awarded to each Director for the financial year. The Board values the perspective of its shareholders. The outcome of this advisory vote will be carefully reviewed by the Remuneration Committee and will inform its approach to remuneration in the coming year.

## Resolution 11: Directors' authority to allot shares

16. This Resolution deals with the Directors' authority to allot shares and grant rights to subscribe for, or to convert any security into, shares in accordance with section 551 of the CA 2006. The authority granted at the last AGM expires on 26 December 2026.

    The Investment Association Share Capital Management Guidelines published in February 2023 ('IA Guidelines') state that an authority to allot up to two-thirds of existing issued share capital should be regarded by shareholders as routine business. Under Resolution 11, the Directors are seeking shareholders' authority to allot shares and grant rights to subscribe for, or to convert any security into, shares up to a maximum nominal amount of £697,154, representing an aggregate of approximately two-thirds of the nominal value of the Company's issued share capital as at 7.00am on 28 August 2026 (being the latest practicable date prior to publication of this notice). In accordance with the IA Guidelines, any amount in excess of one-third of the Company's issued share capital is only to be used in connection with a fully pre-emptive offer to holders of ordinary shares proportionate to their holdings of ordinary shares, subject to such adjustments the Directors deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems.

    If the shareholders approve of this Resolution, the Directors' authority will expire on the conclusion of the Company's next annual general meeting or, if earlier, on 26 December 2027 and permits the Directors to allot after expiry of the disapplication if they have agreed to do so beforehand.

## Resolutions 12 and 13 for the disapplication of pre-emption rights above

19. Under the CA 2006, in order to allot equity securities for cash, the Company and the Directors must first comply with the statutory pre-emption rights, which require the Company to offer all allotments for cash first to existing shareholders in proportion to their holdings.

    In compliance with the Pre-Emption Group Statement of Principles 2022 ('Pre-emption Principles') and the IA Guidelines, under Resolution 12 the Company is seeking to allot equity securities non-pre-emptively up to 10% of the Company's issued share capital. In compliance with the Pre-emption Principles and the IA Guidelines, Resolution 13 seeks the disapplication of pre-emption rights of a further 10% of the Company's issued share capital, for the purposes of financing or refinancing an acquisition or capital investment.

    If the shareholders approve of these Resolutions, the Directors' authority will expire at the conclusion of the Company's next annual general meeting or, if earlier, on 26 December 2027 and permits the Directors to allot equity securities after expiry of the disapplication if they have agreed to do so beforehand.

    The Directors have no present intention of utilising the authorities set out in Resolutions 12 and 13. However, the Directors consider it desirable to have the flexibility supported by corporate governance guidelines to respond, in the interests of promoting the success of the Company, to market developments and appropriate opportunities as they arise.

## Resolution 14 for the authority to buy back of shares

20. This Resolution seeks authority for the Company to make market purchases of its own ordinary shares as permitted by the CA 2006 and is proposed as a special resolution. If passed, the Resolution gives authority for the Company to purchase up to 10,457,313 ordinary shares, representing approximately 10% of the Company's issued ordinary share capital as at 7.00am on 28 August 2026. The authority specifies the minimum and maximum prices that may be paid for any ordinary shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on 26 December 2027. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

    Although the Directors do not currently have any intention of exercising the authority granted by this Resolution, it provides the flexibility to allow them to do so in the future. In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

    Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

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