

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

It contains the resolutions to be voted on at the annual general meeting of Elixirr International plc (the "Company") to be held on 30 June 2026 (the "AGM").

If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Elixirr International plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 11723404)

Notice of Annual General Meeting

Notice of the annual general meeting (the "**Notice of AGM**") of Elixirr International plc is set out on pages 5 to 8 of this document.

Should there be any changes (including adjournment or postponement of the AGM), the Company will notify shareholders (the "**Shareholders**") through announcements made via a Regulatory Information Service and published on the Company's website as soon as practicable.

Should a Shareholder have a question that they would like to raise at the AGM, the board of directors (the "**Board**" or the "**Directors**") request that they ask the question in advance of the AGM by sending an email to investor-relations@elixirr.com by 23 June 2026. Please include your full name in your email. The Board will give priority to answering pre-submitted questions at the AGM. Please note that where a number of very similar questions have been asked, we may group these accordingly. Further, the Board will only be able to answer questions relating to the business of the meeting and may otherwise be prohibited by applicable law or regulation from answering certain questions.

You may appoint another person as proxy to exercise your rights to vote at and attend the AGM. Full details on how to appoint a proxy are set out in this document and in the accompanying proxy form. The Company must be notified of all proxy appointments by not later than 11.00 a.m. on 26 June 2026 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the adjourned meeting).

The annual report and accounts of the Company for the year ended 31 December 2025 are available to view and download electronically at <https://www.elixirr.com/investors/results/>.

PART 1
LETTER FROM THE NON-EXECUTIVE CHAIR OF ELIXIRR INTERNATIONAL PLC

Elixirr International plc
(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 11723404)

<i>Directors:</i>		<i>Registered office:</i>
Gavin Patterson	<i>(Independent Non-Executive Chair)</i>	12 Helmet Row
Stephen Newton	<i>(Chief Executive Officer)</i>	London EC1V 3QJ
Graham Busby	<i>(Deputy Chief Executive Officer)</i>	
Nicholas Willott	<i>(Chief Financial Officer and Company Secretary)</i>	<i>Head office:</i>
Charlotte Stranner	<i>(Senior Independent Non-Executive Director)</i>	100 Cheapside
Simon Retter	<i>(Independent Non-Executive Director)</i>	London EC2V 6DT
Bill Michael	<i>(Independent Non-Executive Director)</i>	

2 June 2026

Dear Shareholder,

Notice of AGM of Elixirr International plc (the "Company")

1. Introduction

I am pleased to be writing to you with details of the 2026 annual general meeting ("**AGM**") of the Company, which will be held on 30 June 2026 at 11.00 a.m. at Royal Berkshire Hotel, London Road, Sunninghill, Ascot SL5 0PP. The formal notice of AGM is set out in pages 5 to 8 of this document.

This will be the Company's first AGM since its admission to the Main Market of the London Stock Exchange on 1 July 2025 ("**Admission**"), and the notice of meeting has been updated to reflect the Company's new regulatory and governance framework, including in particular the requirements of the UK Listing Rules.

Following Admission, the Board adopted the UK Corporate Governance Code 2024 (the "**Code**"). The Board is pleased to confirm that, following the appointment of Bill Michael as an Independent Non-Executive Director on 30 January 2026, the Board now meets the Code's requirement that at least half of the Board, excluding the chair, should be Independent Non-Executive Directors. The Board's Corporate Governance Statement, including its assessment of each Director's independence, is set out in the corporate governance section of the Company's annual report and audited accounts for the financial year ended 31 December 2025.

If you would like to attend the meeting in person, we ask you to please register your intention as soon as possible by emailing us at investor-relations@elixirr.com (including your name in the email) to help us plan appropriately.

Your vote is important to us, and we strongly encourage you to take an active part in voting either on the day or in advance by proxy, in accordance with the instructions set out below.

2. Resolutions

Details of all resolutions (the "**Resolutions**") to be proposed at the AGM are included in the Explanatory Notes on pages 9 to 13 of this document.

Voting on each resolution will be put to a poll.

The Company is subject to UK Listing Rule 6.2.5R, as Stephen Newton, Ian Ferguson and Graham Busby (together, the "**Concert Party**") hold, in aggregate, 30.32 per cent. of total voting rights in the

Company as at 29 May 2026, being the latest practicable date before publication of this notice (the "**Latest Practicable Date**"). Consequently, the election or re-election of Directors who are determined by the Board to be independent will be subject to a dual-vote procedure, as provided for in UK Listing Rule 6.2.8R and article 88.1 of the Company's articles of association (the "**Articles**").

Gavin Patterson, Charlotte Stranner, Simon Retter and Bill Michael are each considered by the Board to be independent.

This means that each such election or re-election will be proposed as two separate ordinary resolutions:

- first, a resolution of all Shareholders; and
- second, a resolution of those Shareholders who are not members of the Concert Party (the "**Independent Shareholders**").

Each such resolution must be passed by a majority of those eligible to vote on it in order to be approved. If either of the two resolutions in respect of an election or re-election is not passed, in accordance with UK Listing Rule 6.2.9R and article 88.2 of the Articles, the Directors may propose a further resolution to elect or re-elect that Director at a general meeting to be held more than 90 days but within 120 days after the first vote, which will be subject only to a simple majority of all Shareholders.

Full details are set out in the Explanatory Notes.

3. **Action to be taken**

You may appoint another person as proxy to exercise your rights to vote and attend at the meeting by completing and returning the accompanying proxy form.

You are strongly encouraged to complete, sign and return your form of proxy in accordance with the instructions printed thereon so as to be received, during normal business hours only, to the Company's Registrars, Neville Registrars at Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible but in any event so as to arrive not later than 11.00 a.m. on 26 June 2026 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the adjourned meeting).

Alternatively, you may register the appointment of your proxy electronically. CREST members may appoint proxies by using the CREST electronic proxy appointment service.

Full details on how to appoint a proxy are set out on pages 14 to 16 of this document and in the accompanying proxy form.

4. **Recommendation**

The Directors unanimously recommend that you vote in favour of all of the Resolutions to be proposed at the AGM, as they consider them to be in the best interests of the Company and its members as a whole. The Directors intend to vote in favour of all Resolutions in respect of their own holdings of ordinary shares, representing approximately 28.30 per cent. of the issued ordinary share capital of the Company as at the Latest Practicable Date, save that Stephen Newton and Graham Busby will not vote on Resolutions 12 to 15 as they are members of the Concert Party.

5. **Results**

The results of the AGM will be announced through a Regulatory Information Service and on the Company's website at www.elixir.com as soon as possible after the meeting has been held.

Yours faithfully,

Gavin Patterson

Independent Non-Executive Chair
Elixirr International plc

NOTICE OF ANNUAL GENERAL MEETING

ELIXIRR INTERNATIONAL PLC (the "Company")

Notice is given that an annual general meeting of the Company will be held at Royal Berkshire Hotel, London Road, Sunninghill, Ascot SL5 0PP at 11.00 a.m. on 30 June 2026 for the purposes of considering and voting on the resolutions set out below. Resolutions 1 to 18 will be proposed as ordinary resolutions and Resolutions 19 to 21 as special resolutions.

ORDINARY RESOLUTIONS

1. Report and accounts

To receive and adopt the Company's annual report and audited accounts for the financial year ended 31 December 2025 together with the reports of the Directors and auditors on those accounts.

2. Directors' remuneration report

To approve, in accordance with section 439 of the Companies Act 2006 (the "**Act**"), the Remuneration Committee Report contained in the Company's annual report and audited accounts for the financial year ended 31 December 2025.

3. Directors' remuneration policy

To approve, in accordance with section 439A of the Act, the Directors' remuneration policy as set out in the Shareholder Information Section on the Company's website, such policy to take effect immediately after the conclusion of the AGM.

4. Declaration of final dividend

To declare a final dividend of 15 pence per ordinary share for the year ended 31 December 2025 as recommended by the Directors payable on 19 August 2026 to Shareholders who are on the register of members of the Company on 24 July 2026.

5. Re-election of Director

To re-elect Gavin Patterson as a Director of the Company.

6. Re-election of Director

To re-elect Stephen Newton as a Director of the Company.

7. Re-election of Director

To re-elect Graham Busby as a Director of the Company.

8. Re-election of Director

To re-elect Nicholas Willott as a Director of the Company.

9. Re-election of Director

To re-elect Charlotte Stranner as a Director of the Company.

10. Re-election of Director

To re-elect Simon Retter as a Director of the Company.

11. Election of Director

To elect Bill Michael as a Director of the Company.

12. Re-election of Director by Independent Shareholders

To re-elect Gavin Patterson as a Director of the Company.

13. Re-election of Director by Independent Shareholders

To re-elect Charlotte Stranner as a Director of the Company.

14. Re-election of Director by Independent Shareholders

To re-elect Simon Retter as a Director of the Company.

15. Election of Director by Independent Shareholders

To elect Bill Michael as a Director of the Company.

16. Re-appointment of auditor

To reappoint Crowe U.K. LLP as auditor of the Company to hold office from the conclusion of the annual general meeting to the conclusion of the next meeting at which the accounts of the Company are laid.

17. Authority to agree auditor's remuneration

To authorise the Audit and Risk Committee, acting on behalf of the Directors, to agree the remuneration of Crowe U.K. LLP, as the Company's auditor.

18. Authority to allot shares

THAT in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Act :

- (a) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £847.56 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £847.56); and further,
- (b) to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £847.56 (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) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 - (ii) to holders of any 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 to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that, unless previously revoked, varied or extended, this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2027 (or, if earlier, the date falling 15 months after the date of the passing of this resolution), except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

19. General disapplication of pre-emption rights

THAT, if Resolution 18 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell 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 in connection with an offer of equity securities:
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

except that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory, or practical problems in, or under the laws of, any territory or any other matter;

- (b) the allotment of equity securities (otherwise than pursuant to paragraph (a) above) or sale of treasury shares up to a nominal amount of £254.27; and
- (c) when any allotment of equity securities is or has been made pursuant to paragraph (b) above, the allotment of additional equity securities up to an aggregate nominal amount equal to 20 per cent. of the nominal amount of that paragraph (b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of making a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-emption Rights (the "**Statement of Principles**") most recently published by the Pre-emption Group prior to the date of the notice of the meeting,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2027 (or, if earlier, the date falling 15 months after the date of 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.

20. Additional disapplication of pre-emption rights

THAT, if Resolution 18 is passed, the Board be authorised in addition to any authority granted

under Resolution 19, to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell 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:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £254.27, 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 Statement of Principles prior to the date of this notice; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20 per cent. 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 Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles prior to the date of this notice,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2027 (or, if earlier, the date falling 15 months after the date of 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.

21. Notice of meetings

THAT, in accordance with section 307A of the Act, a general meeting of the Company (other than an annual general meeting) may be called by not less than 14 clear days' notice and that this authority shall expire at the conclusion of the next annual general meeting of the Company.

By Order of the Board

Nicholas Willott
Company Secretary
2 June 2026

Registered office: 12 Helmet Row, London EC1V 3QJ

EXPLANATORY NOTES

Resolutions 1 to 18 are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution.

Resolutions 12 to 15 are also subject to UK Listing Rule 6.2.8R and article 88.1 of the Articles, which means that, for each of those resolutions to be passed, more than 50 per cent. of the votes cast by Independent Shareholders must be in favour of the resolution. The election or re-election of each independent Director is therefore subject to two separate ordinary resolutions and such election or re-election requires both resolutions to be passed. If either of the two resolutions in respect of an election or re-election is not passed, in accordance with UK Listing Rule 6.2.9R and article 88.2 of the Articles, the Directors may propose a further resolution to elect or re-elect that Director at a general meeting to be held more than 90 days but within 120 days after the first vote, which will be subject only to a simple majority of all Shareholders.

Resolutions 19 to 21 are proposed as special resolutions, which means that, for each of those resolutions to be passed, at least 75 per cent. of the votes cast must be in favour of the resolution.

The notes below explain the proposed resolutions.

Resolution 1: Receiving the reports and accounts

The Directors must present the accounts, Directors' report and auditors' report to the Shareholders at the AGM. If you have requested to receive information from the Company in hard copy, a hard copy of the annual report and accounts accompanies this Notice. If you have elected to receive documents electronically, the annual report and accounts can be accessed on our website <https://www.elixirr.com/investors/results/> or are available on request from the Company Secretary or our registrars.

Resolution 2: Directors' remuneration report

Shareholders are being asked to approve the Directors' remuneration report set out in the Corporate Governance section of the Company's annual report and audited accounts for the financial year ended 31 December 2025. The resolution is advisory in nature. The Directors' entitlement to remuneration is not conditional on it being passed. Crowe U.K. LLP have audited those parts of the Directors' remuneration report which are required to be audited. Their report relating to the Directors' remuneration report is set out in the Corporate Governance section of the Company's annual report and audited accounts for the financial year ended 31 December 2025.

Resolution 3: Directors' remuneration policy

Under the Act, the Company is required to present a Directors' remuneration policy for approval by Shareholders at its first AGM following admission to the Main Market and subsequently at least every three years.

The Company may not make a remuneration payment or payment for loss of office to a person who is, or is to become, or has been a Director of the Company unless that payment is consistent with the latest approved Directors' remuneration policy or has otherwise been approved by a resolution of Shareholders. Shareholders are being asked to approve the Directors' remuneration policy, as set out in the Shareholder Information Section on the Company's website. It sets out the Company's proposed policy on Directors' remuneration.

The resolution is binding on the Company. If it is passed, the Directors' remuneration policy will take effect immediately. If the resolution is not passed, the Company will seek Shareholder approval for a revised policy before the 2027 AGM. In the meantime, the current policy shall continue in effect. A Directors' remuneration policy will be put to Shareholders again no later than the 2029 AGM.

Resolution 4: Declaration of final dividend

A final dividend can only be paid after Shareholders have approved it in general meeting. Shareholders

are being asked to approve a final dividend of 15 pence per ordinary share in respect of the year ended 31 December 2025. If you approve the recommended final dividend, it will be paid on 19 August 2026 to Shareholders on the Company's register of members at the close of business on the record date, which is 24 July 2026.

Resolutions 5 to 15: Election or re-election of Directors

In accordance with the Company's obligations under Provision 18 of the Code and the Articles, all Directors are retiring at this AGM and are putting themselves forward for re-election or, in the case of Bill Michael, for election for the first time following his appointment to the Board on 30 January 2026. Separate resolutions are proposed for each Director. The Board has assessed the effectiveness of each Director and considers that each of the Directors offering themselves for re-election continues to perform effectively and demonstrates commitment to their role.

Biographies of each Director appear in the Corporate Governance section of the Company's annual report and audited accounts for the financial year ended 31 December 2025.

Resolutions 6 to 8: Re-election of executive Directors

The Board considers that Stephen Newton, Graham Busby and Nicholas Willott each continue to perform effectively and demonstrate commitment to their respective roles.

Resolutions 5, 9, 10, 12, 13 and 14: Re-election of independent Directors

Each of Gavin Patterson, Charlotte Stranner and Simon Retter are proposed for re-election as Independent Non-Executive Directors of the Company. The Board has determined that each of Gavin Patterson, Charlotte Stranner and Simon Retter are independent for the purposes of the Code. In making this determination, the Board through the Nomination Committee considered each of Gavin Patterson, Charlotte Stranner and Simon Retter's character and judgment, and has concluded that there are no relationships or circumstances which are likely to affect, or which could appear to affect, any of Gavin Patterson, Charlotte Stranner or Simon Retter's judgment.

None of Gavin Patterson, Charlotte Stranner or Simon Retter has any relationship, transaction or arrangement with the Company, its Directors, or the Concert Party or any associate of the Concert Party.

Gavin Patterson was appointed as Non-Executive Chairman of the Board in November 2019 and chairs the Nomination Committee. He is also a member of the Remuneration Committee. Gavin has built a distinguished career in the telecommunications and technology sectors, having served as Chief Executive of BT Group from 2013 to 2019, where he was a board director from 2008. Following his tenure at BT, he served in an executive role at Salesforce from 2019 to 2023, predominantly as President and Chief Revenue Officer, giving him deep expertise in large-scale digital transformation and global technology businesses. Earlier in his career he held senior roles at Virgin Media and Procter & Gamble. Gavin's experience leading major listed businesses and driving growth through technology and strategy is of significant value to the Board, and he played an important role in guiding Elixirr through its admission to AIM in July 2020 and then its step up to Main Market in July 2025.

Charlotte Stranner was appointed to the Board in July 2020 and is the Senior Independent Non-Executive Director. Charlotte is also chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committees. Charlotte is a chartered accountant with an extensive background in corporate finance for public companies, having previously served as a Corporate Finance Director at finnCap and as a partner at MXC Capital. She is currently Chief Financial Officer of Dianomi plc, and also serves as an independent non-executive director at Eagle Eye Solutions Group plc. Charlotte's financial expertise and her experience of the governance and reporting requirements of public businesses make her a valuable member of the Board and contribute directly to the rigour of Elixirr's financial oversight and audit processes.

Simon was appointed to the Board in July 2020. Simon has held several non-executive director and commercial chief financial officer roles over the past few years and is a chartered accountant. Entrepreneurial and commercial, Simon's experience is in setting up and managing both quoted and

private companies. With more than 16 years of experience working with public companies, Simon brings to the Board extensive experience of public markets, including IPOs, secondary fundraisings and M&A transactions, which has been of direct relevance to Elixirr's growth-by-acquisition strategy. Simon is chair of the Remuneration Committee, and is a member of the Audit and Risk Committee, as well as the Nomination Committee. The Board considers that Simon Retter is an effective independent Director. He provides independent judgement and constructive challenge, being financial and governance experience and commits the time required to discharge his responsibilities.

The chair of the Board kept Board effectiveness, including that of the independent Directors, under ongoing review during the year, having regard to the operation of the Board, the independent Directors, and Board committees in practice. The Board considers that the independent Directors operated effectively during the year. The Board considers that the independent Directors remain effective and independent and recommends their re-election in each case.

As a consequence of the Concert Party, the re-election of each of Gavin Patterson, Charlotte Stranner and Simon Retter as Independent Non-Executive Directors is subject to the dual-vote procedure set out in the Articles and required by the UK Listing Rules. Resolutions 5, 9, 10, 12, 13 and 14 therefore each constitute a separate ordinary resolution. Resolutions 5, 9 and 10 are resolutions of all Shareholders of the Company. Resolutions 12, 13 and 14 are resolutions of Independent Shareholders (being all Shareholders other than the Concert Party). Each pair of resolutions relating to an Independent Non-Executive Director must be approved by a majority of those voting on it in order for the relevant Independent Non-Executive Director to be re-elected. If either resolution is not passed, the Directors may propose a further ordinary resolution to re-elect the relevant Independent Non-Executive Director at a general meeting to be held more than 90 days but within 120 days after the date of the AGM, which shall be subject only to a vote of all Shareholders.

Resolutions 11 and 15: Election of Bill Michael

Bill Michael is proposed for election as Independent Non-Executive Director of the Company. The Board has determined that Bill Michael is independent for the purposes of the Code. In making this determination, the Board through the Nomination Committee considered Bill Michael's character and judgment, and has concluded that there are no relationships or circumstances which are likely to affect, or which could appear to affect, Bill Michael's judgment.

Bill Michael was appointed to the Board in January 2026. Bill spent nearly three decades at KPMG, where he held a series of senior leadership roles including Global Head of Banking and Capital Markets and Head of the UK Financial Services practice, before serving as Chairman and Senior Partner of KPMG UK from 2017 to 2021. He brings extensive experience of board-level leadership, governance and strategy within large professional services organisations, as well as deep knowledge of the consulting sector. Prior to his formal appointment to the Board, Bill served as an independent strategic advisor to Elixirr from December 2021, providing challenge and counsel to the Board and Partners on the Company's growth strategy. The Board believes that Bill's experience and his established familiarity with Elixirr's business make him a valuable addition to the Board as the Company continues to grow in scale and ambition.

As set out in the annual report, in considering the appointment of Bill Michael as an Independent Non-Executive Director, the Nomination Committee concluded that his professional services experience, board-level leadership background and knowledge of the Company's market made him an appropriate candidate for the role. The Board carried out a rigorous process to appoint Bill Michael and was satisfied that the appointment was made on merit, against objective criteria and with due regard to the balance of skills, experience and independence required on the Board. The Board has considered the prior advisory relationship and, having satisfied itself as to the nature and terms of that engagement, has concluded that it does not affect Bill's independence or his ability to exercise objective judgement. In the period since his appointment, the Board considers Bill Michael effective and independent and recommends his election.

As a consequence of the Concert Party, the election of Bill Michael as an independent Director is subject to the dual-vote procedure set out in the Articles and required by the UK Listing Rules. Resolutions 11 and 15 therefore each constitute a separate ordinary resolution. Resolution 11 is a resolution of all Shareholders of the Company. Resolution 15 is a resolution of Independent Shareholders (being all

Shareholders other than the Concert Party). Each of Resolution 11 and Resolution 15 must be approved by a majority of those voting on it in order for Bill Michael to be elected. If either resolution is not passed, the Directors may propose a further ordinary resolution to elect Bill Michael at a general meeting to be held more than 90 days but within 120 days after the date of the AGM, which shall be subject only to a vote of all Shareholders.

Resolution 16: Re-appointment of auditor

Shareholders are required to appoint auditors at each general meeting at which accounts are presented. This resolution proposes the re-appointment of Crowe U.K. LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid.

Resolution 17: Authority to agree auditor's remuneration

This resolution gives authority to the Audit and Risk Committee, acting on behalf of the Directors, in accordance with standard practice, to agree the remuneration of the Company's auditor.

Resolution 18: Authority to allot shares

This resolution grants the Directors authority to allot shares in the capital of the Company and other relevant securities up to 16,951,116 ordinary shares, representing approximately one third of the issued ordinary share capital of the Company as at the Latest Practicable Date. In addition, in accordance with guidelines issued by the Investment Association, this resolution grants the Directors authority to allot further equity securities up to 16,951,116 ordinary shares, representing approximately one third of the issued ordinary share capital of the Company as at the Latest Practicable Date. This additional authority may be only applied to fully pre-emptive rights issues.

The Directors do not have any present intention of exercising the authorities conferred by this resolution but they consider it desirable that the specified amount of share capital authorised for issue by Shareholders but unissued is available for issue so that they can more readily take advantage of possible opportunities.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or, if earlier, the date falling 15 months following the passing of the resolution.

Resolutions 19 and 20: Disapplication of pre-emption rights (special resolutions)

If the Company allots new equity securities or sells treasury shares for cash (other than in connection with an employee share scheme), it is required by the Act to first offer the securities to existing Shareholders in proportion to their existing holdings (known as pre-emption), but the Board may seek Shareholder approval to disapply pre-emption or issue equity securities on a non-pre-emptive basis. Resolutions 19 and 20 are proposed for that purpose.

Resolutions 19 and 20, which are proposed as special resolutions, reflect the revised recommendations in the Statement of Principles, which provided that, subject to certain conditions, non-pre-emptive issuances could increase from 10 per cent. to 20 per cent. of a company's issued share capital. The Board considers that this gives the Company additional flexibility to enable allotments to finance business opportunities.

Accordingly, as further described below, Resolution 19 provides for the disapplication of pre-emption rights on 10 per cent. of the Company's ordinary share capital on an unrestricted basis and Resolution 20 provides for the disapplication of pre-emption rights on a further 10 per cent. of the Company's ordinary share capital for the purposes of financing or refinancing an acquisition or capital investment.

Resolution 19 authorises the Directors to allot equity securities for cash, pursuant to the authorities given by Resolution 18, other than on a strictly pro rata basis (for example, in a placing of shares, by way of rights or pursuant to an open offer) when they consider that it is expedient to do so and allows them to issue shares and/or securities with a nominal value of up to £254.27, (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at the Latest

Practicable Date) other than on a fully pre-emptive basis.

In line with the Statement of Principles, Resolution 20 authorises the Directors to allot equity securities for cash, pursuant to the authority given by Resolution 18, up to an additional nominal amount of £254.27, (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at the Latest Practicable Date), this authority to be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

Further, in line with the Statement of Principles, both Resolutions 19 and 20 authorise the Directors to allot equity securities for cash, pursuant to the authority given by Resolution 18, up to an additional nominal amount of £50.03, (representing approximately 2 per cent. of the issued ordinary share capital of the Company as at the Latest Practicable Date) for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles.

While the Directors have no present intention of exercising the authority given by these resolutions, the Directors consider that it is appropriate for them to seek the additional flexibility that this authority provides. In the event that the Directors wish to utilise the follow-on authority outlined above, the Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Statement of Principles.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or, if earlier, the date falling 15 months following the passing of the resolution.

Resolution 21: Notice of meetings (special resolution)

Resolution 21 seeks shareholder approval, in accordance with section 307A of the Act, to allow the Company to call a general meeting (other than an annual general meeting) on not less than 14 clear days' notice. Annual general meetings will continue to be held on at least 21 clear days' notice. The Board does not intend to use the shorter notice period as a matter of routine and would do so only where the flexibility is merited by the business of the meeting and is considered to be in the interests of Shareholders as a whole. If passed, the authority will be effective until the Company's next annual general meeting. In doing so, the Board remains mindful of the importance of effective shareholder engagement and participation.

MEMBER NOTES:

Entitlement to attend and vote

- (1) To be entitled to attend and vote at the meeting, and in order for the Company to determine how many votes they may cast at the meeting, members must be entered in the register of members of the Company at 11.00 a.m. on 26 June 2026 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the adjourned meeting). Changes to the entries on 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.

Voting to be conducted on a poll

- (2) Voting on all of the proposed resolutions at the meeting will be conducted on a poll rather than on a show of hands.

Voting by proxy

- (3) A member may appoint another person as proxy to exercise all or any of his/her rights to vote and attend at the meeting. A proxy need not be a member of the Company.
- (4) You 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 share or shares.
- (5) You may use the accompanying proxy form to appoint a proxy and give proxy instructions. If a proxy form is not accompanied please contact the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. If you wish, you may register the appointment of your proxy electronically, by following the instructions in Note (8). Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with paragraphs (9) to (12) of these Notes.
- (6) If you wish to appoint more than one proxy using the accompanying proxy form, you must complete and return a separate proxy form for each proxy. Photocopies of the accompanying proxy form may be used for that purpose or you may obtain copies from the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. On each separate proxy form you must: (i) insert the proxy's full name and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and (ii) tick the box in each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in the proxy form. Please note that failure to comply with these requirements may invalidate your intended appointments.
- (7) To be effective, any proxy form or any other instrument appointing a proxy must be completed, signed and sent (together with any power of attorney or other authority under which an appointment is made or a duly certified copy) by post to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, to be received not later than 11.00 a.m. on 26 June 2026 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the adjourned meeting).

Electronic proxy appointment system

- (8) As an alternative to completing the hard copy form of proxy, you can appoint a proxy electronically online at www.sharegateway.co.uk and completing the authentication requirements as set out on the proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 11.00 a.m. on 26 June 2026 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the adjourned meeting).

Electronic proxy appointment via CREST

- (9) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the annual general meeting and any adjournments thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com). 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 appropriate action on their behalf.

- (10) 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 the specifications of Euroclear UK & International Limited ("**EUI**") 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 our agent Neville Registrars Limited (ID: 7RA11) by 11.00 a.m. on 26 June 2026 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the 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 by enquiry to CREST in the manner prescribed by CREST.
- (11) 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 is necessary to ensure that a message is transmitted by 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.
- (12) 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.

Votes withheld

- (13) A 'vote withheld' column is included on the proxy form and poll cards. A 'vote withheld' in respect of any resolution is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against it.

Corporate representatives

- (14) A member which is a corporation may appoint one or more persons to represent it at the annual general meeting and such persons may exercise, on that member's behalf, all of its powers as a member, provided that, in the case of the appointment of two or more persons, they do not exercise voting rights over the same shares.

Voting rights in issue

- (15) As at the Latest Practicable Date, the Company's issued voting share capital comprised 50,853,348 ordinary shares of 0.005p nominal value each. Each ordinary share carries the right to one vote at a general meeting of the Company. No ordinary shares were held in treasury and accordingly the total number of voting rights in the Company as at the Latest Practicable Date is 50,853,348.

Electronic communications

- (16) No electronic address set out in this notice, the accompanying proxy form or any other document relating to the meeting may be used for the purpose of sending information or documents to the Company, including documents or information relating to proceedings at the meeting.
- (17) Please note that any electronic communication received by the Company that is found to contain any virus or other malware will not be accepted.

Inspection of documents

- (18) Copies of the executive Directors' service contracts with the Company and any of its subsidiary undertakings, and letters of appointment of the non-executive Directors, are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM.

Publication of results

- (19) As soon as practicable after the meeting, the results of the voting at the meeting and the number of proxy votes cast for and against, and the number of votes withheld, in respect of each

resolution will be announced via a Regulatory Information Service and also placed on www.elixirr.com.

[Website publication of audit concerns

- (20) Under section 527 of the Act, members meeting the threshold requirements in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act, that the members propose to be raised at the annual general meeting.
- (21) The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to its auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.]

Members' rights

- (22) Under sections 338 and 338A of the Act, members meeting the threshold requirements set out in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting.

Website giving information about the meeting

- (23) A copy of this notice, and other information required by section 311A of the Act, can be found at www.elixirr.com.