

## Idox plc (The “Company”)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of the Company will be held at MHP Group, Ground floor, 60 Great Portland Street, London, W1W 7RT on Monday 31 March 2025 at 10:00 am for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 12 will be proposed as special resolutions.

### Ordinary Resolutions

1. To receive and adopt the statement of accounts for the year ended 31 October 2024 together with the reports of the directors and the auditors thereon. The audited statement of accounts is available for viewing on the Company’s website: <https://www.idoxgroup.com/investors/financial-reporting/>.
2. To approve the report of the Board to the members on directors’ remuneration for the year ended 31 October 2024.
3. To declare a final dividend for the year ended 31 October 2024 of £0.007 per share payable on 17 April 2025 to members on the register of members at the close of business on 4 April 2025.
4. To re-appoint Deloitte LLP as auditors to act as such from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 and 438 of the Companies Act 2006 are complied with and to authorise the directors of the Company to fix their remuneration.
5. To elect Mark Milner, who was appointed by the Board since the last annual general meeting of the Company, as a director of the Company.
6. To elect Jonathan Legdon, who was appointed by the Board since the last annual general meeting of the Company, as a director of the Company.
7. To re-elect Christopher Stone, who retires by rotation, as a director of the Company.
8. To re-elect David Meaden, who retires by rotation, as a director of the Company.
9. That the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all powers to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as defined in section 560 of the 2006 Act):

- (a) up to an aggregate nominal amount of £3,067,880.31 (representing approximately 66.67% of the issued share capital of the Company (excluding treasury shares) as at 6pm on 26 February 2025 (the “Latest Practicable Date”) (including within such limit any shares issued or rights granted under sub paragraph (c) below) in connection with an offer by way of rights issue:

- (i) to ordinary members in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and subject to such exclusions or other arrangements as the directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter;

- (b) up to an aggregate nominal amount of £460,182.05 (representing approximately 10% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) in connection with the grant or exercise of options under any share option scheme of the Company, without prejudice to the Company’s ability to rely on statutory authorities to issue and allot shares, and grant rights to subscribe for shares, on a non pre-emptive basis under any share option scheme of the Company; and

- (c) in any other case up to an aggregate nominal amount of £1,533,940.15 (representing approximately 33.33% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date),

provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the annual general meeting of the Company to be held in 2026, save that the Company may at any time before such expiry make an offer or agreement which might require equity securities to be allotted after such expiry and the directors may allot equity securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act (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

10. That, subject to the passing of Resolution 9 above, the directors of the Company be authorised to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority conferred by that Resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the 2006 Act 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 Resolution 9(a), by way of a rights issue only) to:

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

(ii) 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 of the Company 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 pursuant to Resolution 9(b); and
- (c) the allotment (otherwise than pursuant to sub paragraphs (a) or (b) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £460,182.05 being approximately 10% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the 2006 Act (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities) and shall expire on the conclusion of the annual general meeting of the Company to be held in 2026 (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

11. That, subject to the passing of Resolution 9, the directors of the Company are authorised in addition to any authority granted under Resolution 10 to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given by Resolution 9 and / or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided such authority shall be:

- (a) limited to the allotment of equity securities up to a nominal amount of £460,182.05 being approximately 10% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date; and
- (b) 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 directors of the Company 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 of annual general meeting,

such authority to expire on the conclusion of the annual general meeting of the Company to be held in 2026 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 directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

12. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its ordinary shares of £0.01 each in the Company in such manner as the directors may from time to time determine provided that:
- (a) the maximum number of ordinary shares authorised to be purchased is 46,018,205 representing approximately 10% of the issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date;
  - (b) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is £0.01;
  - (c) the maximum price (exclusive of any expenses) which may be paid for an ordinary share is an amount equal to 105 % of the average of the middle-market prices shown in the quotation for an ordinary share as derived from the Stock Exchange Alternative Trading Service of the Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased;
  - (d) unless previously revoked or varied the authority hereby conferred shall expire on the anniversary of such authority being granted; and
  - (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such contract.

**Registered Office**

Unit 5  
Woking 8  
Forsyth Road  
Woking  
Surrey  
United Kingdom  
GU21 5SB

**Company No. 03984070**  
**4 March 2025**

**By Order of the Board**

Thérèse Laing  
Company Secretary

## Notice of AGM continued

### Notes to the notice of annual general meeting:

- 1 Only those shareholders registered in the Company's register of members at close of business on 27 March 2025 (or, if the Meeting is adjourned, 48 hours before the time of the adjourned meeting excluding non-working days) shall be entitled to attend and vote at the Meeting.
2. Any shareholder wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a shareholder of the Company. To appoint more than one proxy, please return a separate form in relation to each proxy to the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
3. A form of proxy accompanies this notice of annual general meeting and the notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote. You are advised to read the terms and conditions of use carefully.
4. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by no later than 10.00 am on 27 March 2025. In the case of a shareholder that 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 a duly appointed 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 Neville Registrars Limited no later than 10.00am on 27 March 2025. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

6. Except as provided above, shareholders who have general queries about the Meeting should call Neville Registrars Limited on 0121 585 1131.

You may not use any electronic address provided either:

- (a) in this notice of annual general meeting; or
- (b) any related documents,

to communicate with the Company for any purposes other than those expressly stated.

7. As at the Latest Practicable Date, the Company's share capital comprised 460,182,046 ordinary shares of £0.01 each, none of which are held in treasury. Therefore, the total number of voting rights in the Company as at the Latest Practicable Date is 460,182,046.