



# Notice of Annual General Meeting 2025

[connect.kooth.com](https://connect.kooth.com)

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## About Kooth

**Our purpose** is to build mentally healthier populations to enable a more sustainable, resilient and productive future, leaving no one behind.

**We achieve this** using the latest technologies and working with communities to widen access to timely, evidence-based support.

**Our strategy** is to build on our foundational know-how to reach and support the individuals and communities where we can have the greatest impact.

**Our north star** is to show our impact at an individual, system and societal level.

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**This document is important and requires your immediate attention**

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the capital of the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**KOOTH PLC (the Company)**

(incorporated in England & Wales with registered number 12526594)



# Letter from the Chair

Dear Shareholder,

The Annual General Meeting (“AGM”) of Kooth plc (the “Company”) will be held at 1.00 p.m. on 24 June 2025.

The formal Notice of AGM is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on, along with explanatory notes of the business to be conducted at the AGM.

## Your vote

I would encourage you to appoint the Chair of the meeting as proxy to vote as you direct at the AGM. A Proxy Form is enclosed with this Notice of AGM for you to complete and return or you can submit your Proxy Form electronically at [www.shareview.co.uk](http://www.shareview.co.uk) or through the CREST or Proxymity service. Alternatively, if you have already registered with our registrar’s online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. For further details on appointing a proxy please see the notes to the Notice of the AGM below. Please note that all Proxy Forms and appointments must be received by 1.00 p.m. on Friday 20 June 2025.

If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Voting on the business of meeting will be conducted by way of a show of hands. The results of voting on the resolutions will be announced via a Regulatory Information Service announcement and posted on the Company’s website as soon as practicable after the AGM.

## Your questions

The Board appreciates that the AGM is an important forum for shareholders to engage with the Board, and shareholders are therefore invited to submit questions on the business of the AGM in advance by emailing [investorrelations@kooth.com](mailto:investorrelations@kooth.com) with the subject line – Questions AGM 2025. Questions must be received by no later than 1.00 p.m. on Friday 20 June 2025. Please ensure you include your name and shareholder reference number (as shown on your Proxy Form) with your question. Responses to frequently asked questions across key themes relevant to the business of the meeting will be posted on our website prior to the last day for receipt of Proxy Forms as specified above.

## Recommendation

The Board considers that the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that shareholders vote in favour of each of the resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully



**Peter Whiting**

Chair

14th May 2025



## Notice of Annual General Meeting

**Notice is given that the 2025 annual general meeting of the Company will be held on 24 June 2025 at 1:00 pm at FTI Consulting, 200 Aldersgate Street, London, EC1A 4HD for the transaction of the following business:**

### Ordinary resolutions

**To consider and, if thought fit, pass the following resolutions as ordinary resolutions:**

1. To receive and adopt the annual accounts and reports of the Company and the auditor's report on those accounts and reports for the financial year ended 31 December 2024 together with the directors' report and auditor's report on those accounts.
2. To re-appoint Grant Thornton (UK) LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company.
3. To authorise the Directors to fix the remuneration of the auditors of the Company.
4. To re-elect Sherry Husa who retires from the Board of Directors of the Company in accordance with the Company's articles of association, as Director of the Company.
5. To re-elect Peter Whiting who retires from the Board of Directors of the Company in accordance with the Company's articles of association, as Director of the Company.
6. To re-elect Sanjay Jawa who retires from the Board of Directors of the Company in accordance with the Company's articles of association, as Director of the Company.
7. To re-elect Dame Sue Bailey who retires from the Board of Directors of the Company in accordance with the Company's articles of association, as Director of the Company.
8. To re-elect Simon Phillips who retires from the Board of Directors of the Company in accordance with the Company's articles of association, as Director of the Company.
9. To re-elect Kate Newhouse who retires from the Board of Directors of the Company in accordance with the Company's articles of association, as Director of the Company.
10. That the Directors be generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe or to convert any security into shares in the Company:
  - 10.1 up to an aggregate nominal amount of £596,732.75 in the form of equity securities (as defined in section 560 of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and



- 10.2 up to an aggregate nominal amount of £596,732.75 (whether in connection with the same offer or issue as under paragraph 10.1 or otherwise).

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 24 September 2026, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not ended.

### Special resolutions

**To consider and, if thought fit, approve the following resolutions that will be proposed as special resolutions:**

11. That if resolution 10 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £179,019.83 such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 24 September 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 is generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of £0.05 each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:
  - 12.1 the maximum aggregate number of ordinary shares that may be purchased is £179,019.83, representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 28 April 2025 (the latest practicable date prior to publication of this notice);
  - 12.2 the minimum price (excluding expenses) that may be paid for each ordinary share is £0.05;
  - 12.3 the maximum price (excluding expenses) that may be paid for each ordinary share is the higher of:
    - 12.3.1 105% of the average market value of an ordinary share in the capital of the Company for the five business days immediately prior to the day the purchase is made, the average market value being calculated by reference to the average middle market quotation for such a share during such period as derived from the Daily Official List of the London Stock Exchange;



- 12.3.2 the value of an ordinary share in the capital of the Company, being the higher of:
- (a) the price of the last independent trade in such a share on the trading venue where the purchase is carried out; and
  - (b) the highest current independent bid for such a share on such trading venue;
- 12.4 this authority shall expire on the earlier of 24 September 2026 and the conclusion of the Company's next annual general meeting; and
- 12.5 the Company may make a contract for the purchase of ordinary shares under this authority before it expires, notwithstanding that such contract will, or might, have its terms executed wholly or partly after this authority expires, and the Company may make a purchase pursuant to such a contract after the expiry of this authority.

**Recommendation**

The Directors believe that the proposals in resolutions 1 to 12 are in the best interests of shareholders as a whole. The Directors will be voting in favour of them and unanimously recommend that you do so as well.

**By order of the Board****Almond CS Limited**

Almond CS Limited  
Company Secretary  
14th May 2025

# Important information

**The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.**

## Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members as at 6:30 p.m. on Friday 20 June 2025, or if this meeting is adjourned, at 6:30 p.m. on the day which is two business days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting. Shareholders who wish to attend the meeting are required to pre-register by emailing their full name to [investorrelations@kooth.com](mailto:investorrelations@kooth.com) with the subject line - Attendance AGM 2025. Only those shareholders registered as at 6:30 p.m. on Friday 20 June 2025 shall be entitled to attend the meeting.

## Information regarding the meeting available on website

2. A copy of this notice and other information regarding the meeting can be found at <https://investors.kooth.com/documents>. Shareholders may not use any electronic address provided in either this notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

## Attending the meeting

3. Shareholders are requested to bring with them suitable evidence of their identity to facilitate entry to the meeting. Persons who are not shareholders of the Company (or their appointed proxy) will not be admitted to the AGM unless prior arrangements have been made with the Company. For security reasons, all hand luggage may be subject to examination prior to entry to the AGM. We ask all those present at the AGM to facilitate the orderly conduct of the meeting and comply with all reasonable health and safety requirements. If a shareholder is unable to meet such reasonable health and safety requirements or threatens the orderly conduct of the meeting due to their behavior, we reserve the right to require that person to leave.

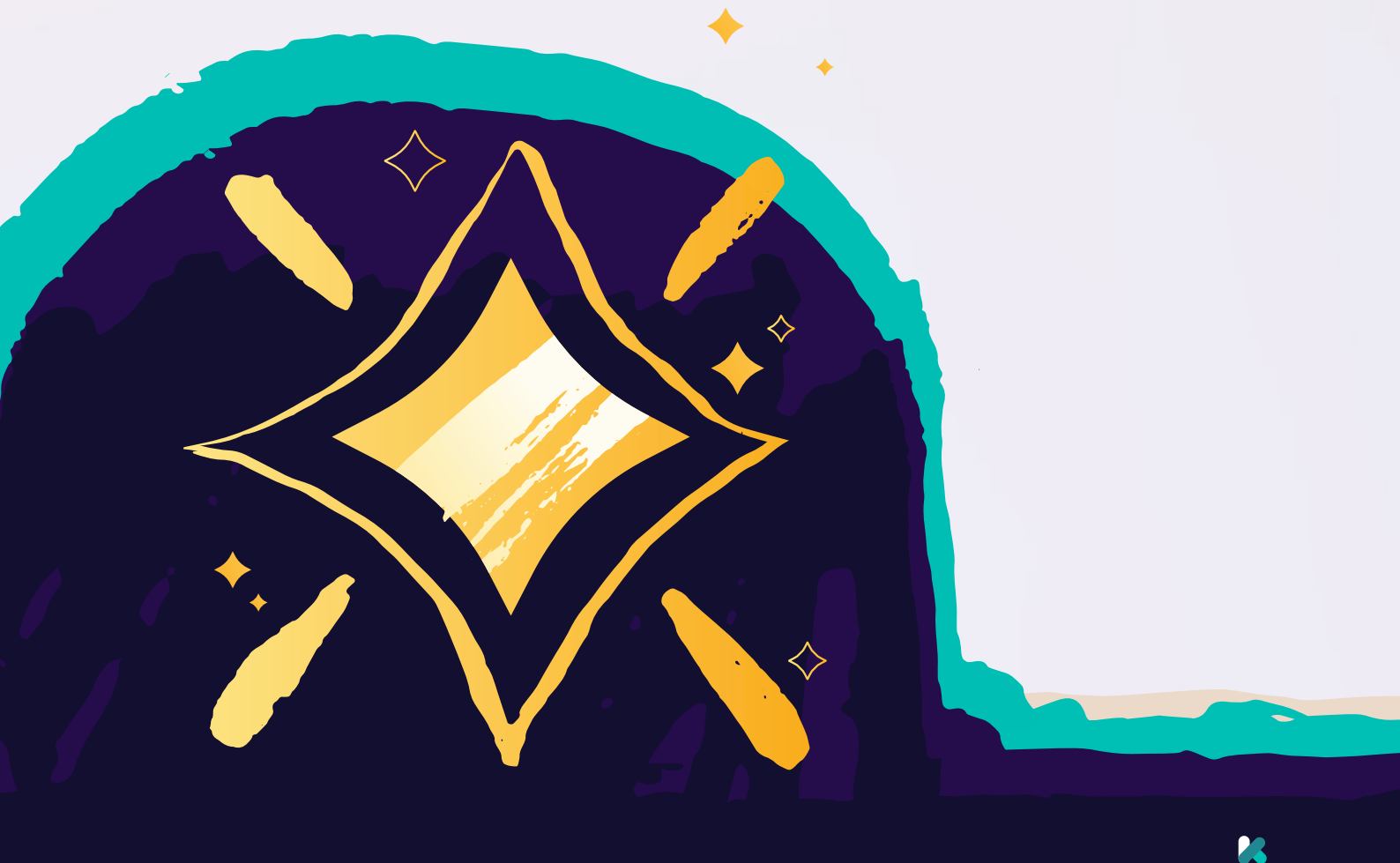
## Appointment of proxies

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.





5. Shareholders can:
  - (a) Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 9).
  - (b) Register their proxy appointment electronically (see note 10).
  - (c) If a CREST member, register their proxy appointment by utilizing the CREST electronic proxy appointment service (see note 11).
  - (d) If you are an institutional investor you may be able to appoint a proxy for the AGM, and any adjournment thereof, electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar (see note 12).
6. To be valid, any completed Proxy Form must be returned, and any online or electronic proxy appointment must be transmitted so as to be received by the Company's Registrar no later than 1.00 p.m. on Friday 20 June 2025 (or no later than two business days before the time appointed for any adjourned meeting).
7. As noted above, shareholders are strongly advised to appoint the chair of the meeting as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you appoint are unable to attend in person.
8. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the AGM.





### Appointment of proxy by post

9. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to Equiniti at Equiniti, Freepost RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU; and
- (c) received by Equiniti no later than 1.00 p.m. on Friday 20 June 2025.

In the case of a shareholder 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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Equiniti by telephone on +44 (0) 371 384 2030.

### Appointment of proxies electronically

10. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by going online to [www.shareview.co.uk](http://www.shareview.co.uk) and creating an online portfolio using your Shareholder Reference Number which is stated at the top of the Proxy Form. Alternatively, Shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging onto their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using their user ID and password. Once logged in click 'View' on the 'My Investments' page, click the link to vote and then following the on-screen instructions. Your proxy must be lodged by 1.00 p.m. on Friday 20 June 2025 in order to be considered valid.

### Appointment of proxies through CREST and Proximity

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://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 the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd'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 is 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 Equiniti (ID RA19) no later than 1.00



p.m. on Friday 20 June 2025 or, in the event of an adjournment of the meeting, 48 hours before 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. 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 message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her 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 (SI 2001/3755).

12. If you are an institutional investor you may be able to appoint a proxy for the AGM, and any adjournment thereof, electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 1:00 p.m. on Friday 20 June 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

### **Appointment of proxy by joint members**

13. 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).



**Changing proxy instructions**

14. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments 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 Equiniti by telephone on +44 (0) 371 384 2030.

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 appointment

15. A shareholder may terminate a proxy instruction, but to do so you will need to inform the Company in writing by:
- Sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Equiniti, Freepost RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU. In the case of a shareholder 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 Equiniti no later than 1.00 p.m. on Friday 20 June 2025

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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

### Corporate representatives

16. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares:
- a. if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
  - b. in other cases, the power is treated as not exercise.
17. As noted above, corporations are strongly advised to appoint the chair of the meeting as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or any other proxy that is appointed is unable to attend in person.

### Issued shares and total voting rights

18. As of 28 April 2025 (the latest practicable date before publication of this notice), the Company's issued share capital consists of 36,694,683 ordinary shares of £0.05 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 of 28 April 2025 is 36,694,683.

The Company's website will include information on the number of shares and voting rights.



### Questions at the meeting

19. We will be offering shareholders the opportunity to submit questions in advance of the meeting by emailing [investorrelations@kooth.com](mailto:investorrelations@kooth.com). The question facility will not constitute attendance or participation on the part of the shareholder in the legal proceedings of the meeting.

Any shareholder attending the meeting has the right to ask questions. If multiple questions on the same topic are received in advance, the Chair may choose to provide a single answer to address shareholder queries on the same topic.

The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- (a) Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- (b) The answer has already been given on a website in the form of an answer to a question.
- (c) It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

If you attend the meeting in person, you may be included in the recording of the meeting. Please note that this recording is solely for the purposes of creating a transcript of the meeting and will not be publicly available.

### Nominated persons

20. The statement of the rights of shareholders in relation to the appointment of proxies in note 4 does not apply to nominated persons. The rights described in this note can only be exercised by the shareholders of the company. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- (a) You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (**Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the meeting.
- (b) If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- (c) Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.



**Voting results**

21. The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website (<https://investors.kooth.com/documents/>) following the AGM.

**Documents on display**

22. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at <https://investors.kooth.com/documents/>.
23. Copies of the following documents will be available for inspection at the registered office of the Company during normal business hours until the date of the AGM, and at the place of the meeting from at least 15 minutes prior to the meeting until its conclusion:
- Executive directors' service contracts; and
  - Non-executive directors' letters of appointment.

So that appropriate arrangements can be made for shareholders wanting to inspect documents, we request that shareholders contact the Company Secretary by email (at [kooth@almondco.uk](mailto:kooth@almondco.uk)) in advance of any visit to ensure that access can be arranged. Any such access will be subject to health and safety requirements.





# Explanatory notes to the resolutions proposed at the Annual General Meeting

The resolutions to be proposed at the AGM of the Company to be held on 24 June 2025 at 1:00 pm are set out in the notice of AGM. The following notes provide an explanation to the resolutions being put to shareholders.

## Ordinary resolutions

Resolutions 1 to 10 are proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes are cast in favour of them.

### Resolution 1 - Laying of accounts

The Directors are required to present to shareholders at the AGM the reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2024.

### Resolution 2 - Re-appointment of auditors

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of Grant Thornton (UK) LLP as auditors of the Company terminates at the conclusion of the AGM. They have indicated their willingness to stand for reappointment as auditors of the Company until the conclusion of the annual general meeting in 2026. The Company's Audit Committee keeps under review the independence and objectivity of the external auditors and further information can be found in the annual report and accounts on page 101 to 102. After considering the relevant information, the Audit Committee has recommended to the Board that Grant Thornton (UK) LLP be re-appointed as Auditors.

### Resolution 3 - Authorising and fixing the remuneration of the Auditors

It is normal practice for shareholders to resolve at the annual general meeting that the Directors decide on the level of remuneration of the Auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the Auditors for the next financial year will be disclosed in the next audited accounts of the Company.

### Resolutions 4 to 9 - Election and re-election of Directors

The Company's articles of association require all of the Directors to retire from office each year. Each of the Company's Directors is retiring and seeks re-appointment at the AGM. Tim Barker will be retiring at the conclusion of the AGM and is not standing for re-election.





Having considered the performance of and contribution made by each of the Directors, the Board of Directors remains satisfied that, and the Chair confirms that, the performance of each Director continues to be effective and to demonstrate commitment to the role and as such the Board recommends their re-election. A biography of each Director appears on page 88 of the Company's annual report and on the Company's website at <https://investors.kooth.com/about-us/board-of-directors>.

### **Resolution 10 - Authority to allot shares**

The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The authority granted at the last annual general meeting to allot shares or grant rights to subscribe for, or convert any security into, shares is due to expire at the conclusion of this year's AGM.

The Investment Association (IA) guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one third of the Company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue.

Accordingly, resolution 10, if passed, would authorise the Directors under section 551 of the CA 2006 to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum nominal amount of £1,193,465.50, representing the IA guideline limit of approximately 66% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 28 April 2025 (being the latest practicable date prior to the publication of this document).

Resolution 10.1 would give the Directors authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £596,732.75, representing approximately one third of the Company's existing issued share capital (excluding shares held in treasury) in connection with a rights issue in favour of ordinary shareholders.

Resolution 10.2, if passed, would give the Directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £596,732.75, representing approximately one third of the Company's existing issued share capital (excluding shares held in treasury). As resolution 10.2 imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with resolution 10.1 so as to enable the whole two-thirds to be used in connection with a rights issue. Where the usage of this authority exceeds one-third of the issued share capital, the Directors intend to follow best practice as regards its use.



The authority will expire at the earlier of the conclusion of the next annual general meeting of the Company and 26 September 2026.

Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

As at the date of this notice, the Company held 890,718 ordinary shares in treasury, equal to approximately 2.49% of the total ordinary share capital of the Company in issue (excluding treasury shares) as at 28 April 2025, being the latest practicable date prior to the publication of this AGM notice.



## Special resolutions

Resolutions 11 and 12 are special resolutions. These resolutions will be passed if not less than 75% of the votes are cast in favour of them.

### Resolution 11 - Disapplication of pre-emption rights

The CA 2006 requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights. In accordance with the Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights (Statement of Principles 2022).

Resolution 11 seeks authority for the Directors to disapply pre-emption rights and issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash, including the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash, up to an aggregate nominal amount of £179,019.83 (which would equate to 3,580,397 ordinary shares of 5 pence each), representing ten per cent of the Company's issued share capital as at 28 April 2025, being the latest practicable date prior to the publication of this AGM notice.

If passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 10 (Authority to allot shares).

Save for share issues in respect of employee share schemes and any share dividend alternatives, the Directors have no current plans to utilise either of the authorities sought by resolutions 10 (Authority to allot shares) or 11 (Disapplication of pre-emption rights in relation to rights issues and other pre-emptive offers), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

### Resolution 12 - Purchase of own shares

This resolution seeks authority for the Company to make market purchases of its own shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase a maximum of 3,580,397 of its ordinary shares in aggregate representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 28 April 2025 (the latest practicable date prior to publication of this notice).



The resolution specifies the minimum and maximum prices (excluding expenses) that may be paid for any ordinary shares purchased under this authority. This authority will expire on the earlier of 24 September 2026 and the conclusion of the Company's next annual general meeting.

The Directors have no present intention of exercising the authority granted by this resolution, but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will only exercise the authority granted by this resolution to purchase ordinary shares if 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 for the remaining shareholders.

The Company may either cancel any shares it purchases under this authority or hold them in treasury (and subsequently sell them for cash, transfer them for the purposes of, or pursuant to, an employees' share scheme or cancel them).





**Kooth plc**

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