



Kooth plc

# Notice of Annual General Meeting

# Notice of Annual General Meeting

## Letter from the Chair



**12 May 2021**

Dear Shareholder,

The Annual General Meeting (“AGM”) of Kooth plc (the “Company”) will be held at Panmure Gordon, One New Change, London, EC4M 9AF on Wednesday 16 June 2021 at 11:00 AM.

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.

### **AGM arrangements in light of the COVID-19 pandemic**

Although it is anticipated that indoor meetings will be permitted on the date of the AGM (subject to applicable government guidance), given the uncertainty surrounding public gatherings and the broader public health considerations, we recommend that shareholders do not attend the meeting in person. With this in mind, we have arranged for shareholders to raise questions in advance; further details are set out below.

Shareholders who still wish to attend the AGM in person, should this be possible, are asked to register their intention as soon as practicable by email to [investorrelations@kooth.com](mailto:investorrelations@kooth.com) with the subject title – AGM 2021 to enable us to ensure the venue remains COVID-19 secure and the relevant risk assessments can be performed.

Given the constantly evolving nature of the situation, it is possible that as a result of government guidance in place at the time, shareholders will not be able to attend the meeting in person. We will provide an update on our website at <https://investors.kooth.com/rns/> by way of an announcement via a Regulatory Information Service, if any changes are required to the AGM arrangements.

### **Your vote**

Given the uncertainty around whether shareholders will be able to attend the AGM in person, 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.sharevote.co.uk](http://www.sharevote.co.uk) or through the CREST 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 11.00am on Monday 14 June 2021.

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 poll. The results of voting on the resolutions will be announced via a regulatory 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 2021. Questions must be received by no later than 6:30 p.m. on 7 June 2021. 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 resolution 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

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kooth plc (company number 12526594 (the "Company")) will be held at Panmure Gordon, One New Change, London, EC4M 9AF on 16 June 2021 commencing at 11:00 a.m. for the purposes outlined below.**

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

1. To receive and adopt the Company's annual accounts for the year ended 31 December 2020 together with the directors' report and auditor's report on those accounts.
2. To re-appoint Grant Thornton (UK) LLP as the Company's auditor to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.
3. To authorise the directors to determine the remuneration of the Company's auditors.
4. 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 a director of the Company.
5. To re-elect Tim Barker, who retires from the board of directors of the Company in accordance with the Company's articles of association, as a 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 a director of the Company.
7. To re-elect Prof. Dame Sue Bailey, who retires from the board of directors of the Company in accordance with the Company's articles of association, as a director of the Company.
8. To re-elect Simon Philips, who retires from the board of directors of the Company in accordance with the Company's articles of association, as a director of the Company.
9. That, pursuant to section 551 of the Companies Act 2006 (the "Act"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined below):
  - a. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,101,859.20 (including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer or issue by way of rights:
    - i. to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
    - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,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
  - b. in any other case, up to an aggregate nominal amount of £550,929.60, provided that (unless previously revoked, varied or renewed) these authorities shall expire on the earlier of fifteen months from the date on which this resolution is passed and the conclusion of the annual general meeting of the Company to be held in 2022, save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, “**Relevant Securities**” means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

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

10. That, subject to the passing of resolution 9 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 7 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- a. equity securities (as defined in section 560 of the Act) in connection with an offer or issue by way of rights:
  - i. to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
  - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

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

- b. the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 9 up to an aggregate nominal amount of £82,639.44;

and (unless previously revoked, varied or renewed) these authorities shall expire at such time as the general authority conferred on the directors by resolution 9 above expires, save that the Company may make an offer or agreement before the power conferred by this resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

11. That, subject to the passing of resolution 9 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 9 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £82,639.44; and
- b. used only for the purposes of financing (or refinancing if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of Admission,

and (unless previously revoked, varied or renewed) this authority shall expire at such time as the general authority conferred on the directors by resolution 9 above expires, save that the Company may make an offer or agreement before the power conferred by this resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

12. That, the directors be and are generally and unconditionally empowered to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares provided that in doing so it:

- a. purchases no more than 3,305,577 ordinary shares in aggregate;
- b. pays not less than £0.05 (excluding expenses) per ordinary share; and
- c. pays a price per share that is not more (excluding expenses) per ordinary share than the higher of:
  - i. 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share; and
  - ii. the price stipulated by Article 3(2) of Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures,

and (unless previously revoked, varied or renewed) this authority shall expire at such time as the general authority conferred on the directors by resolution 9 above expires, save that the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

By order of the Board



**Richard Almond**  
Company Secretary  
12 May 2021

# Notes to the Notice of Meeting

## Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members as at 6:30 p.m. on 14 June 2021 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 (should attendance be permitted under the applicable COVID-19 restrictions). 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.
2. Given the uncertainty surrounding public gatherings and the broader public health considerations, it is recommended that shareholders do not attend the meeting in person. Shareholders who still wish to attend the AGM in person, should this be possible, are asked to register their attendance as soon as practicable by email to [investorrelations@kooth.com](mailto:investorrelations@kooth.com) with the subject line – AGM 2021 to enable us to ensure the venue remains COVID-19 secure and the relevant risk assessments can be performed.
3. It is possible that as a result of government guidance in place at the time, shareholders will not be able to attend the meeting in person. We will provide an update on our website and by an announcement via a Regulatory Information Service if any changes are required to the AGM arrangements. Given the uncertainty around whether shareholders will be able to attend the AGM in person, shareholders are strongly advised to submit their proxy vote in advance of the AGM by appointing the chair of the meeting as proxy. In addition, the arrangements in place to enable shareholders to submit questions on the business of the AGM prior to the meeting are set out in the Chairman's letter.

## Entry to the AGM, security and health and safety arrangements and conduct of proceedings

4. Should attendance be permitted under the applicable COVID-19 restrictions, 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 all threatens the orderly conduct of the meeting due to their behaviour, we reserve the right to require that person to leave. In addition, if the meeting is already at capacity based on any limits on gathering imposed or recommended by the UK government at the time, we reserve the right to refuse entry to the meeting.

## Website giving information regarding the meeting

5. 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.

## Proxy appointment

6. Any other person appointed as a proxy may be refused entry to the AGM. Members entitled to attend and vote at the AGM are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

A proxy may only be appointed:

- a. by completion and return of the Proxy Form enclosed with the Notice;
  - b. online at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required. 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; or
  - c. via the CREST electronic proxy appointment service, as described in paragraphs 10 to 13 below.
7. 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 11.00am on 14 June 2021 (or no later than two business days before the time appointed for any adjourned meeting).
  8. 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.
  9. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the AGM, should this be permitted under applicable COVID-19 restrictions.

## Nominated persons

10. Any person to whom the Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

11. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 6 and 7 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

### Corporate representatives

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that if two or more representatives purport to vote in respect of the same shares:
- if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
  - in other cases, the power is treated as not exercised.
13. 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.

### Total voting rights

14. As at 11 May 2021 (being the latest practicable date prior to the publication of the Notice) the Company's issued share capital (excluding treasury shares) consisted of 33,055,776 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 11 May 2021 were 33,055,776.

### CREST members

15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual ([www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
16. In order for a proxy appointment or instruction 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 Limited specifications, and must contain the information required for such instruction, 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 the issuer's agent (CREST ID RA19) no later than 11.00am on 14 June 2021 (or no later than two business days before the time appointed for any 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 Application 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.

17. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & Ireland Limited 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 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. 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. Members' requests under Section 527 of the Companies Act 2006.
19. Under Section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to:

- a. the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or
- b. any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors 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 Companies Act 2006 to publish on a website.

### Members' resolutions and matters under Sections 338 and 338A of the Companies Act 2006

20. Under Sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:
- a. to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution to be moved at the meeting; and/or
  - b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business
- unless (a) (in the case of a resolution only) it would, if passed, be ineffective, (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard

copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 3 May 2021, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

21. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### Availability of documents and other information

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.
24. So that appropriate arrangements can be made for shareholders wanting to inspect documents, we request that shareholders contact the Company Secretary by email (at [richard@almondco.uk](mailto:richard@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, and any limits on gathering and social distancing and any other measures imposed or recommended by the UK Government.

### Voting results

25. 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 conclusion of the AGM.

## Explanatory notes to the Notice of Annual General Meeting

Dear Shareholder,

In the following notes, references to the "current issued share capital" of the Company are to the 33,055,776 ordinary shares of £0.05 each in the capital of the Company in issue as at the close of business on 11 May 2021 (being the latest practicable date prior to the publication of this document).

### Resolution 1: To receive the financial statements and directors' reports

This resolution deals with the receipt and adoption of the accounts of the Company and the reports of the directors and auditors of the Company for the period ended 31 December 2020.

### Resolutions 2 and 3: Reappointment and remuneration of auditors

The Company is required to appoint auditors at each annual general meeting, to hold office until the next such meeting at which accounts are presented. Resolution 2 proposes the re-appointment of the Company's existing auditors, Grant Thornton (UK) LLP.

Resolution 3 proposes that the Board be authorised to determine the auditors' remuneration.

### Resolutions 4 to 8 (inclusive): Re-appointment of directors

The Company's articles of association require all directors to retire and offer themselves for re-election.

Biographical details of the directors who are offering themselves for re-election at the meeting are set out in the enclosed annual report and accounts and appear on the Company's website. Having considered the performance of and the contribution made by each of the directors, the board of directors remains satisfied that their performance remains effective and that they each continue to demonstrate commitment to their roles. As such, the directors recommend their re-election under resolutions 4 to 8 (inclusive).

### Resolution 9: Authority to allot relevant securities

The Company requires the flexibility to allot shares from time to time. Under the Act, the directors require authority to allot shares from the Company's shareholders (save in respect of shares issued pursuant to employee share schemes).

Resolution 9 would grant this authority (until the next annual general meeting or unless such authority is revoked or renewed prior to such time) by authorising the directors (pursuant to section 551 of the Companies Act) to allot relevant securities up to an aggregate nominal amount equal to approximately one third of the current issued share capital of the Company (or approximately two-thirds of the current issued share capital in connection with a rights issue or other pro rata issue to the shareholders). The directors consider these powers desirable due to the flexibility they give. The directors currently have no plans to allot relevant securities, but the directors believe it is in the interests of the Company for the directors to be granted this authority, to enable the directors to take advantage of appropriate opportunities which may arise in the future.

### **Resolutions 10 and 11: Disapplication of statutory pre-emption rights**

Resolution 10 seeks to disapply the pre-emption rights provisions of section 561 of the Companies Act 2006 in respect of the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value which equates to approximately 5 per cent. of the current issued share capital of the Company.

Under resolution 11, it is proposed that the directors be authorised to disapply statutory pre-emption rights in respect of an additional 5 per cent. of the current issued share capital of the Company. In accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights, the directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, these powers will expire at the same time as the authority referred to in resolution 9. The directors consider these powers desirable due to the flexibility they give. The directors have no present intention of issuing any equity securities for cash pursuant to the disapplication proposed under resolutions 10 and 11.

### **Resolution 12: Authority to purchase Company's own shares**

If passed, this resolution will grant the Company authority for a period of up to fifteen months after the date of passing of the resolution to buy its own shares in the market. The resolution limits the number of shares that may be purchased to 10 per cent of the current issued share capital of the Company. The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of £0.01 per ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 5 per cent. over the average of the previous five business days' middle market prices; and (ii) the price stipulated by Article 3(2) of Delegated Regulation (EU) 2016/1052 of 8 March 2016 relating to the conditions applicable to buy-back programmes and stabilisation measures (being the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out). This authority will expire at the same time as the authority referred to in resolution 9 and will only be exercised if market conditions make it advantageous to do so.

The directors are of the opinion that it would be advantageous for the Company to have the flexibility to purchase its own shares should such action be deemed appropriate by the directors. The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price, future investment opportunities and the overall position of the Company. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Shares purchased would either be cancelled and the number of shares in issue reduced accordingly or held as treasury shares.



**Company Registered Office**

**Kooth plc**

The Epworth  
25 City Road,  
London  
EC1Y 1AA

[koothplc.com](https://koothplc.com)

[investorrelations@kooth.com](mailto:investorrelations@kooth.com)