

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Tekmar Group plc, please send this document and the enclosed form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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# Tekmar Group plc

*(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 11383143)*

## Notice of General Meeting

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### LETTER FROM THE CHAIRMAN

Dear Shareholder

Please find enclosed a notice of General Meeting (“the **GM**” or “**Meeting**”) for shareholders of Tekmar Group plc (“the **Company**”) which will be held at Innovation House, Centurion Way, Darlington, England, DL3 0UP on 31 March 2023 at 11.00 a.m. (“the **Notice**”).

This document also includes Explanatory Notes, explaining the resolutions that are being proposed at the GM and Shareholder Notes regarding the arrangements for the GM and for voting on the proposed resolutions.

This Meeting is being convened for the purpose of laying before shareholders the annual report and accounts for the financial year ended 30 September 2022 and to propose the re-appointment of Grant Thornton UK LLP as auditors of the Company and authorise the Directors to determine the remuneration of the auditors.

#### **Recommendation**

Your Directors believe that the resolutions in the notice of GM are in the best interests of the Company and shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of each resolution, as those who are shareholders intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

**Julian Brown**  
*Chairman*

**Tekmar Group plc**  
15 March 2023

# Tekmar Group plc

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 11383143)

## Notice of General Meeting

Notice of the General Meeting of Tekmar Group plc to be held on Friday 31 March 2023 at 11.00 a.m. at Innovation House, Centurion Way, Darlington, DL3 0UP.

**Please submit a completed proxy form as soon as possible, but in any event by no later than 11.00 a.m. on 29 March 2023.** Details of how to appoint a proxy are set out in the Shareholder Notes below.

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## KEY DATES

Date of notice	15 March 2023
Latest time for receipt of proxy forms	11.00 a.m. on 29 March 2023
General Meeting	11.00 a.m. on 31 March 2023

## NOTICE OF GENERAL MEETING 2023

Notice is hereby given that the General Meeting of Tekmar Group plc (“the **Company**”) will be held at Innovation House, Centurion Way, Darlington, England, DL3 0UP at 11.00 a.m. on Friday 31 March 2023 to consider and, if thought fit, pass the resolutions below.

### **Ordinary Business**

To consider and, if thought fit, to pass the following resolutions numbered 1 to 3 (inclusive) as ordinary resolutions of the Company:

1. To receive the accounts for the accounting period ended 30 September 2022 together with the reports of the Directors and of the auditor thereon.
2. To re-appoint Grant Thornton UK LLP as auditor of the Company, to hold office until the conclusion of the next meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the auditor of the Company.

and to transact any other ordinary business of the Company.

By order of the Board

**James Pearson**

*Company Secretary*

15 March 2023

**Tekmar Group plc** (CRN: 11383143)

*Registered office:*

Innovation House, Centurion Way, Darlington, England, DL3 0UP

## EXPLANATORY NOTES TO THE RESOLUTIONS

### Ordinary Business

The Directors are required under the Companies Act 2006 to lay the Company's accounts and annual reports before the Company in general meeting. **Resolution 1** is proposed as an ordinary resolution to receive the Company's annual report and accounts for the financial period ended 30 September 2022, which have been made available to shareholders in advance of the GM.

The Company is required to appoint its auditor at each general meeting at which its accounts and reports are presented to shareholders. **Resolutions 2** is proposed as an ordinary resolution to approve the re-appointment of Grant Thornton UK LLP as auditor of the Company. **Resolution 3** is proposed as an ordinary resolution to authorise the Directors to agree the auditor's remuneration.

## SHAREHOLDER NOTES TO THE NOTICE OF GENERAL MEETING

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Company's register of members at 6.30 p.m. on 29 March 2023, or, if this meeting is adjourned, at 6.30 p.m. two days prior to the adjourned meeting, shall be entitled to 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 attend and vote at the Meeting.

### Appointment of proxy

2. If you are a shareholder who is entitled to vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Appointment of a proxy will 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.
3. A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman of the Meeting) and give your instructions directly to them. You are recommended to appoint the Chairman of the Meeting as your proxy, in case a person who you choose to appoint is unable to attend the GM, in which case they would not be able to cast any votes on your behalf.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. 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).
6. To appoint more than one proxy, you should photocopy the Form of Proxy. You must complete a separate Form of Proxy for each proxy unless you are appointing your proxies electronically in which case please refer to the notes below. Please indicate in each case, next to the proxy's name, the number of shares in relation to which you authorise them to act as your proxy. If you are appointing multiple proxies, a failure to specify the number of shares each proxy appointment relates to, or specifying a number of shares in excess of those held by the member (either on any Form of Proxy or in aggregate on multiple Forms of Proxy) on the date referred to in Note 1, will result in the proxy appointments being invalid.
7. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

### Appointment of proxy using the proxy form

8. A Form of Proxy is enclosed. To be valid, the Form of Proxy (and any power of attorney or other authority (if any) under which it is signed) must be duly completed and signed and deposited at the office of the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not less than 48 hours before the time for holding the meeting (or any adjourned meeting).

9. 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 submitted with the proxy form.

#### **Appointment of proxy using online**

10. Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, [www.sharevote.co.uk](http://www.sharevote.co.uk) using the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Proxy Form. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.

#### **Appointment of proxy through CREST**

11. CREST members who wish to appoint the chair of the meeting as proxy through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications 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 the Company's Registrars, Equiniti Limited (CREST Participant ID: RA19), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
13. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. 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.

#### **Changing proxy instructions**

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out in these notes. The deadlines for receipt of proxy appointments as set out above also applies in relation to any amended instructions and any amended proxy appointment received after the relevant cut-off time will be disregarded.

### **Termination of proxy appointments**

16. If you wish to revoke a proxy instruction you will need to: Shareholders may revoke a proxy instruction delivered to the Registrar, but to do so must inform the Company in writing by sending a signed hard copy notice clearly stating their intention to revoke the proxy appointment to Equiniti at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
17. 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.
18. The revocation notice must be received by the Company no later than 11.00 a.m. on 29 March 2023.
19. If a shareholder attempts to revoke their proxy appointment but the revocation is received after this time, the original proxy appointment will remain valid unless the shareholder attends the GM and votes in person, should this be possible.

### **Communication**

20. Except as provided above, shareholders who have general queries about the business of the Meeting should send them in advance to [investors@tekmar.co.uk](mailto:investors@tekmar.co.uk) and we will respond to your query directly.

### **Share capital**

21. As at 14 March 2023 (being the last practicable date prior to the publication of this notice), the Company's total issued share capital consisted of 60,960,234 Ordinary Shares, carrying one vote per share. Therefore, the total voting rights in the Company as at that date were 60,960,234.

