Intercede Group plc

Notice of Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of Intercede Group plc (the "**Company**") will be held at the Wycliffe Rooms, George Street, Lutterworth, Leicestershire, LE17 4ED on 24 September 2026 at 12.00 p.m. for the purposes outlined below.

Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions of the Company.

1 To receive and to adopt the Company's financial statements for the year ended 31 March 2026 together with the reports of the directors of the Company (the "**Directors**") and the auditors.

2 To re-elect Royston Hoggarth as a director of the Company.

3 To re-elect Jacques Tredoux as a director of the Company.

4 To re-elect John Linwood as a director of the Company.

5 To re-elect Daniel O'Brien as a director of the Company.

6 To re-elect Klaas van der Leest as a director of the Company.

7 To re-elect Nitil Patel as a director of the Company.

8 To re-appoint Cooper Parry Group Limited (the "**Auditor**") to hold office as auditors until the next Annual General Meeting and to authorise the Directors to determine the remuneration of the Auditor.

Special Business

To consider and, if thought fit, pass resolution 9 which will be proposed as an ordinary resolution of the Company and resolutions 10 to 12 which will be proposed as special resolutions of the Company.

9 THAT, the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

(a) up to an aggregate nominal amount of £200,186 (being approximately 33 per cent. of issued ordinary share capital (excluding treasury shares), such amount to be reduced by any allotments or grants made under resolution 9(b) in excess of such sum; and

(b) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £401,083 (such amount to be reduced by the aggregate nominal amount of shares allotted and rights to subscribe for, or to convert any security into shares in the Company granted under the authority conferred by virtue of resolution 9(a)), in connection with or pursuant to a fully pre-emptive offer (as defined below),

such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the date falling fifteen months from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.

All previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require relevant securities to be allotted on or after that date).

For the purpose of this resolution 9 **fully pre-emptive offer** means a rights issue, open offer or other pre-emptive issue or offer to: (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date(s) for

such allotment; and (ii) persons who are holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the directors of the Company consider necessary, as permitted by the rights of those securities, but subject in both cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever.

10 THAT, subject to the passing of resolution 9, the Directors be given power pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash:

(a) pursuant to the authority conferred upon them by resolution 9(a) or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case:

  (i) in connection with or pursuant to an offer of such securities by way of a fully pre-emptive offer;

  (ii) otherwise than pursuant to resolution 10(a)(i) above, up to an aggregate nominal amount not exceeding £60,663 being approximately 10 per cent. of issued ordinary share capital (excluding treasury shares)); and

  (iii) otherwise than pursuant to resolutions 10(a)(i) or 10(a)(ii) above, up to an aggregate nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under resolution 10(a)(ii) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(b) pursuant to the authority conferred upon them by resolution 9(b), in connection with a fully pre-emptive offer only,

as if section 561(1) and subsections (1)-(6) of section 562 of the Act did not apply to the allotment, such power to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the date falling fifteen months from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such powers.

For the purpose of this resolution 10:

(A) **fully pre-emptive offer** has the meaning given in resolution 9:

(B) references to an **allotment of equity securities** shall include a sale of treasury shares; and

(C) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

11 THAT, subject to the passing of resolution 9, the Directors be given power pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, such authority to be limited to the allotment of equity securities:

(a) up to an aggregate nominal amount of £60,663 (being approximately 10 per cent. of the issued ordinary share capital (excluding treasury shares)) and used only for the purposes of financing

(or refinancing, if the authority is to be used within six months of 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 this notice; and

(b) otherwise than pursuant to resolution 11(a) above, up to an aggregate nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under resolution 11(a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

as if section 561(1) and subsections (1)-(6) of section 562 of the Act did not apply to any such allotment, such power to expire on the earlier of the conclusion of the next annual general meeting of the Company or, if earlier, the date falling fifteen months from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities for the purposes of financing a transaction, as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such powers.

12 THAT, in accordance with article 10 of the Company's articles of association and the Act, the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) for the purposes of section 701 of the Act of ordinary shares of 1 pence each in the capital of the Company (the "**Ordinary Shares**") on such terms and in such manner as the Directors of the Company may determine provided that:

(a) the maximum number of Ordinary Shares that may be purchased under this authority is 6,066 ,255 (being 10 per cent. of issued ordinary share capital (excluding treasury shares);

(b) the minimum price which may be paid for any Ordinary Share shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);

(c) the maximum price (exclusive of expenses payable by the Company in connection with the purchase) which may be paid for any Ordinary Share purchased under this authority shall not be more than an amount equal to 105 per cent. of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased;

(d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, the date falling fifteen months from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date); and

(e) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

By order of the Board

Nitil Patel
Company Secretary
22 June 2026

Registered Office
Lutterworth Hall
St. Mary's Road
Lutterworth
Leicestershire
LE17 4PS

Notes:

1. A member is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote instead of him at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. A proxy need not be a member of the Company.
2. The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars not later than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of the proxy, if you wish.
3. Only shareholders entered on the register of members of the Company at 6:00 p.m. on 22 September 2026 are entitled to attend the meeting either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the meeting. Shareholders are urged to appoint the Chairman of the Meeting as their proxy, as only one other Director will be in attendance to ensure the Annual General Meeting is quorate.
4. To be valid, a proxy appointment or instruction must be made and returned by one of the following methods:
    a) by completion of the Form of Proxy, in hard copy form by post, or by courier to the registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (the "Registrar");
    b) by appointing your proxy electronically via the Registrar's website at www.investorcentre.co.uk/eproxy. You will need your Control Number, SRN & PIN which is provided on your Form of Proxy or email notification, or;
    c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
5. 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 and Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 (ID3RA50) by 12.00 p.m. on 22 September 2026. 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 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.
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and 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, 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 system providers, are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

7. 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.

8. As at 24 July 2026 the Company's issued ordinary share capital consists of 61,036,452 shares. The total voting rights in the Company as at 24 July 2026, as adjusted for 373,906 treasury shares, are 60,662,546. The total voting rights figure may change as a result of the exercise of options and awards granted under the Company's share schemes; the Company will disclose any material change by way of RNS.

9. Copies of the service contracts of the executive directors and the non-executive directors' terms of appointment are available for inspection at the registered office of the Company during normal business hours from the date of this notice and at the place of the meeting for a period of at least 15 minutes prior to the meeting until its conclusion. Biographical details of all directors can be found in the latest Company's Annual Report and on the Company's website (https://ir.intercede.com/board/).

10. Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and resolutions 9 to 12 (inclusive) will be proposed as special resolutions. Ordinary resolutions will be passed if more than 50 per cent. of the votes cast (in person or by proxy) are cast in favour of it. Special resolutions will be passed if more than 75 per cent. of the votes cast (in person or by proxy) are cast in favour of it.

11. All resolutions will, in the first instance be taken on a show of hands unless a poll is demanded in accordance with article 67 of the Company's articles of association.

12. During the meeting, there will be an opportunity for shareholders, proxies or corporate representatives to ask questions relevant to the business of the meeting.

13. A copy of this notice, and other information required by section 311A of the Act can be found on the company's website (https://www.intercede.com/).