

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what 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 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your Ordinary shares in the Company, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.



### MADE TECH GROUP PLC

(Registered in England and Wales with company number 12204805)

**Directors:**

Joanne Lake (Non-Executive Chair)  
Rory MacDonald (Chief Executive Officer)  
Neil Elton (Chief Financial Officer)  
Chris Blackburn (Chief Operating Officer)  
Helen Gilder (Non-Executive Director)  
Phil Pavitt (Non-Executive Director)

**Registered office:**

4 O'Meara Street  
London  
SE1 1TE

21 October 2024

Dear Shareholder

**Notice of Annual General Meeting**

I have pleasure in sending you the notice convening the Annual General Meeting of Made Tech Group plc (the "Company"). The meeting will be held on Wednesday 20 November at 12.30 p.m. at Singer Capital Markets' offices, One Bartholomew Lane, London EC2N 2AX. As you will see from the formal notice of meeting which follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed is set out in the Explanatory Notes to the Resolutions starting on page 7.

You can vote in respect of your shareholding by attending the meeting or by appointing one or more proxies to attend the meeting and vote on your behalf.

## Notice of Annual General Meeting continued

Proxies may be appointed by either:

- logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
- downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions;

Link Group, the Company's Registrar, has launched a shareholder app: LinkVote+ .

It's free to download and use and gives shareholders the ability to access their records at any time.

The app also allows users to submit a proxy appointment quickly and easily online rather than through the post.

The app is available to download on the Apple App Store and Google Play



- appointing a proxy electronically via the Proxymity platform, a process agreed by the Company and approved by the Registrar (institutional investors only). For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12.30p.m. on Monday 18 November 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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;
- requesting a hard copy proxy form directly from the Registrar, Link Group, by phone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales); or
- in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In either case, the notice of appointment of a proxy should reach the Company's Registrar, Link Group, by no later than 12.30p.m. on Monday 18 November 2024. Please refer to the Notes to the Notice of Meeting starting on page 5 and the enclosed proxy form for detailed instructions.

### Recommendation

Your Directors consider that the resolutions to be proposed will promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of all of the resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

**Joanne Lake**

Chair

21 October 2024



## MADE TECH GROUP PLC

(Registered in England and Wales with company number 12204805)

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Made Tech Group plc (the “Company”) will be held on Wednesday 20 November at 12.30 p.m. at Singer Capital Markets’ offices, One Bartholomew Lane, London EC2N 2AX. The business of the meeting will be to consider and, if thought fit, pass the following ordinary and special resolutions:

#### Ordinary business

##### Ordinary resolutions

1. To receive the audited financial statements of the Company, the Strategic Report, the Directors’ Report and the Auditors’ Report for the financial year ended 31 May 2024.
2. To re-appoint Crowe U.K. LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the Company.
3. To authorise the Directors to determine the remuneration of the Company’s auditors.
4. To re-appoint Joanne Lake, who retires and offers herself for re-appointment as a Director of the Company.
5. To re-appoint Rory MacDonald, who retires and offers himself for re-appointment as a Director of the Company.
6. To re-appoint Neil Elton, who retires and offers himself for re-appointment as a Director of the Company.
7. To re-appoint Chris Blackburn, who retires and offers himself for re-appointment as a Director of the Company.
8. To re-appoint Helen Gilder, who retires and offers herself for re-appointment as a Director of the Company.
9. To re-appoint Phil Pavitt, who retires and offers himself for re-appointment as a Director of the Company.

#### Special business

##### Ordinary resolution

10. THAT the Directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”), in substitution for all previous authorisations, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £24,881.1765 and this authorisation shall, unless previously revoked by resolution of the Company, expire on the date which is 15 months after the date of this Annual General Meeting or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2025. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

##### Special resolutions

11. THAT the Directors of the Company are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 10 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of Ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of Ordinary shares held by them on the record date for such offer; and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the Directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;
  - (b) the allotment (otherwise than pursuant to paragraph (a) above) of further equity securities up to an aggregate nominal amount of £7,464.3525; and
  - (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 11(a) or paragraph 11(b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 11(b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying



**Special business** continued

**Special resolutions** continued

11. continued

Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and this power shall, unless previously revoked by resolution of the Company, expire on the expiry of the general authority conferred by Resolution 10 above. The Company may, at any time before the expiry of this power, make offers or enter into 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 as if this power had not expired.

12. That, subject to the passing of Resolution 10 above, the Directors be and they are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 10 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities up to an aggregate nominal amount of £7,464.3525, such authority to be used for the purposes of financing (or refinancing, if such refinancing occurs 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) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 12(a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 12(a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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 this power shall, unless previously revoked by resolution of the Company, expire on upon the expiry of the general authority conferred by Resolution 10 above. The Company may, at any time before the expiry of this power, make offers or enter into 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 as if this power had not expired.

13. THAT the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own Ordinary shares on such terms and in such manner as the Directors of the Company may from time to time determine, but subject to the following provisions:

- (a) the maximum aggregate number of Ordinary shares authorised to be purchased is 14,928,705;
- (b) the minimum price (excluding expenses) which may be paid for each Ordinary share is 0.05 pence; and
- (c) the maximum price (excluding expenses) which may be paid for each Ordinary share is the higher of (i) 105% of the average market value of the Company's Ordinary shares for the five business days prior to the day on which that Ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade of and the highest current independent bid for the Company's Ordinary shares on the AIM market of the London Stock Exchange at the time that Ordinary share is contracted to be purchased,

and this authority shall, unless previously revoked by resolution of the Company, expire on the date which is 15 months after the date of this Annual General Meeting or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2025. The Company may, at any time before such expiry, conclude contracts for the purchase of its own Ordinary shares which would or might be executed wholly or partly after such expiry and the Company may purchase its own Ordinary shares pursuant to any such contract as if this authority had not expired.

By order of the board

**Fieldfisher Secretaries Limited**

Company Secretary  
21 October 2024

**Registered office:**

4 O'Meara Street  
London SE1 1TE

**Notes to the notice of meeting:****Entitlement to attend and vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only shareholders entered on the register of members of the Company at 6 p.m. on Tuesday 19 November 2024 (or in the event that this meeting is adjourned, on the register of members at 6 p.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of Ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**Appointment of proxies**

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

**Appointment of proxy using the accompanying proxy form**

4. A proxy form is not enclosed. If you would like a hard copy proxy form, please contact Link Group. To appoint more than one proxy, please request more than one copy of the form or photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's Registrar, Link Group ("Link"), Central Square, 29 Wellington Street, Leeds LS1 4DL, so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

**Appointment of proxy using an electronic method**

6. By logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions.
7. By downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions.
8. If you are an institutional investor you may be able to appoint a proxy 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 12.30p.m. on Monday 18 November 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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 through CREST**

9. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so 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.
10. In order for a proxy appointment 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 & International Limited's ("Euroclear's") 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 Link (ID RA10) no later than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Link 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.



#### **Notes to the notice of meeting:** continued

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

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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.
12. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

##### **Changing proxy instructions**

13. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. 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. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

##### **Termination of proxy appointments**

14. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

##### **Joint shareholders**

15. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

##### **Corporate representatives**

16. A corporation which is a shareholder may, by resolution of its Directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

##### **Communication**

17. You may not use any electronic address provided in this notice of meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

### Explanatory notes to the resolutions

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1 to 10 (inclusive) will be proposed as Ordinary resolutions. For an Ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 11 to 13 (inclusive) will be proposed as special resolutions. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

#### Resolution 1: Annual financial statements and reports

Under the Companies Act 2006 (the "Act"), the directors of the Company ("Directors") are required to lay before the Company in general meeting copies of its audited financial statements, the Strategic Report, the Directors' Report and the Auditors' Report for the financial year ended 31 May 2024.

#### Resolution 2 and 3: Re-appointment and remuneration of auditors

At each general meeting at which financial statements are laid before the shareholders, the Company is required to appoint auditors to hold office until the next such meeting. Crowe U.K. LLP is willing to continue in office and resolution 2 will re-appoint them. Resolution 3 will authorise the Directors to determine the auditors' remuneration.

#### Resolutions 4 to 9: Retirement and re-appointment of Directors

As a matter of good corporate governance all directors of the Company, being Joanne Lake, Rory MacDonald, Neil Elton, Chris Blackburn, Helen Gilder and Phil Pavitt, shall retire and be subject to re-election at the AGM.

#### Resolution 10: Authority to allot shares

Under the Act, the Directors may allot shares and grant rights to subscribe for or convert any securities into shares if they are authorised to do so by shareholders in general meeting. The authorisation being sought will permit the Directors to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £24,881.1765, representing approximately one third of the issued Ordinary share capital of the Company as at the date of the notice of meeting.

As at the date of the notice of meeting, the Company does not hold any treasury shares.

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

This resolution disapplies the pre-emption rights under the Act which would otherwise apply on an allotment of Ordinary shares, or the grant of rights to subscribe for or convert any securities into Ordinary shares for cash. It is limited to allotments or grants of rights:

- made in connection with rights issues or other pre-emptive offers where the Ordinary shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of Ordinary shares; and
- otherwise, up to an aggregate nominal amount of £7,464.3525, representing approximately 10% of the issued Ordinary share capital of the Company as at the date of the notice of meeting.

The power sought under this resolution will expire at the conclusion of the next Annual General Meeting of the Company.

#### Resolution 12: Disapplication of pre-emption rights to finance an acquisition or other capital investment

This resolution disapplies the pre-emption rights under the Act which would otherwise apply on an allotment of Ordinary shares, or the grant of rights to subscribe for or convert any securities into Ordinary shares for cash. It is limited to allotments or grants of rights:

- up to an aggregate nominal amount of £7,464.3525, representing approximately 10% of the issued Ordinary share capital of the Company as at the date of the notice of meeting; and
- used only for the purposes of financing (or refinancing, if such financing occurs 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 of Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice.

The power sought under this resolution will expire at the conclusion of the next Annual General Meeting of the Company.

The rights of pre-emption disapplication sought pursuant to Resolutions 11 and 12 represent, in aggregate, approximately 20% of the issued Ordinary share capital of the Company as at the date of the notice of meeting.

**Explanatory notes to the resolutions** continued

**Resolution 13: Market purchases of own shares**

This resolution authorises the Company to make market purchases of up to 14,928,705 of its own Ordinary shares, representing approximately 10% of the issued Ordinary share capital of the Company as at the date of the notice of meeting.

The resolution specifies the minimum and maximum prices which may be paid for Ordinary shares and will expire at the conclusion of the next Annual General Meeting of the Company.

The Directors have no present intention to make market purchases of Ordinary shares. The Directors will only purchase Ordinary shares where 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.

The Company may either cancel any shares it purchases or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).