



**accesso Technology Group plc (“accesso” or the “Company”)**

**NOTICE IS HEREBY GIVEN THAT** a General Meeting of the Company will be held at Unit 5, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN on 6 December 2022 at 2.30 p.m. to consider the following special resolution:

**Resolution 1:** To generally and unconditionally authorise the Company for the purpose of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of one pence each in the capital of the Company (“Shares”) provided that:

1. the maximum aggregate number of Shares which may be purchased is 4,135,820 being equivalent to approximately 10% of the Company’s issued share capital;

2. the minimum price (excluding expenses) which may be paid for each Share is one pence (being the nominal value); and

3. the maximum price (excluding expenses) which may be paid for each Share is the higher of:

(i) 105% of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days prior to the day the purchase is made; and

(ii) the value of a Share calculated on the basis of the higher of the price quoted for:

(a) the last independent trade of; and

(b) the highest current independent bid for,

any number of the Shares on the trading venue where the purchase is carried out.

Unless previously revoked, varied or renewed, the authority granted by this Resolution shall expire at the end of the next Annual General Meeting of the Company or 6 December 2023 (whichever is the sooner) save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

**BY ORDER OF THE BOARD**

**Martha Bruce**  
**Company Secretary**  
**18 November 2022**

## Procedural Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to exercise all or any of his rights to attend, speak and vote in his place on a show of hands or on a poll provided that each proxy is appointed to a different share or shares. Such proxy need not be a member of the Company. A form of proxy is enclosed. Lodging a form of proxy does not preclude a member from attending and voting at the meeting.
2. To be valid, the completed and signed form of proxy must either be returned to the Company's Registrars, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG or a scanned copy be emailed to [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com). Whichever means of return is used this must be done in sufficient time to ensure the form is received by 2.30 p.m. on 2 December 2022.
3. Any corporation which is a member may appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
4. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent SLC Registrars (ID 7RA01) by 2.30 p.m. on 2 December 2022.
5. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
6. CREST members and, where applicable, the sponsors or voting service provider(s), should note that CREST does not make available a special procedure in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of proxy instructions. It is the responsibility of the CREST members concerned to take (or of the CREST member is a CREST personal member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such sections 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. The Company may treat as invalid a CREST proxy instruction a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30 p.m. on 2 December 2022. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
8. You may not use any electronic address provided either in this notice of General Meeting or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.

**Explanatory Notes to the Resolution:**

Resolution 1 is a special resolution whereby the Directors are seeking authority to purchase up to a maximum of 4,135,820 ordinary shares (being equivalent to approximately 10 per cent of the Company's issued share capital as at 14 November 2022), which is in accordance with the Investment Association's guidelines. This authority would only be exercised where the Board believes that the purchase would enhance net asset value per share and be in the best interests of shareholders generally. The Directors currently intend to cancel all shares purchased under this authority.

**Voting Recommendation**

**The Board of Directors believes that the proposed resolution set out in the Notice of General Meeting is in the best interests of shareholders as a whole and the Company and unanimously recommends that members vote in favour of the resolution, as the Directors intend to do in respect of their own beneficial shareholdings.**

**Shareholders are urged to return their completed signed forms of proxy either by post, by email as instructed in Procedural Note 2 above or through the CREST electronic appointment service as detailed in Procedural Note 4 above.**



**accesso Technology Group plc (the "Company")**

**Registered number 3959429**

**Form of Proxy**

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of accesso Technology Group plc hereby appoint the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on 6 December 2022 and at any adjournment thereof.

[If this proxy appointment is one of multiple appointments being made, please complete the following section and refer to Explanatory Note 2]

Multiple Appointments being made? [tick box]	How many shares is this appointment in respect of	This Form is No.
		<div style="border: 1px solid black; width: 100%; height: 25px; margin-bottom: 5px;"></div> <p style="text-align: center; margin: 0;">of a total of:</p> <div style="border: 1px solid black; width: 100%; height: 25px;"></div>

Please indicate with an 'X' in the space below how you wish your votes to be cast.

Resolution	For	Against	Discretionary	Vote Withheld
<b>1</b> To authorise the Company to make market purchases of its own shares				

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

.....  
**Signature or common seal** (please refer to Explanatory Notes 6 and/or 7). (Any one joint holder may sign)

**Print Name:** .....

### Explanatory Notes:

1. If you wish to appoint a proxy other than the Chairman of the Meeting please delete the words '*the Chairman of the Meeting or*' and substitute the name of the appointed proxy. Where you appoint a proxy other than the Chairman, you are responsible for ensuring they are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
2. To appoint more than one proxy you may copy this form. Please indicate in the space provided the number of shares in relation to which the appointed person is authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate by ticking the box if the proxy appointment is a multiple appointment. Multiple proxy appointments should be returned together in the same envelope.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you.
4. Appointment of a proxy does not preclude you from attending the meeting and voting in person. In this case your proxy appointment will automatically be terminated.
5. In the case of joint holders, any one holder may sign this form. The vote of the senior holder (first named registered shareholder) who tenders a vote whether in person or by proxy will be accepted to the exclusion of votes from other joint holders.
6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or other duly authorised attorney or representative. Please enter the signatory capacity beneath signature.
7. To be effective this proxy must be;
  - a. completed and signed;
  - b. sent or delivered to SLC Registrars,
    - i. by post to P.O. Box 5222, Lancing, BN99 9FG; or
    - ii. by scanning a signed copy and emailing this to [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com);and
  - c. received by SLC Registrars no later than 2.30 p.m. on Friday 2 December 2022, being 48 hours before the time appointed for the Meeting or not less than 48 hours before the time appointed any adjournment thereof (not including weekends or public holidays).
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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.
10. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that entitlement to attend and vote at the general meeting, and the number of votes which may be cast at the General Meeting, will be determined by reference to the Company's register of members at 6.30 p.m. (London time) on 2 December 2022 or, if the General Meeting is adjourned, at close of business on the date which is two days before the day of the adjourned General Meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent SLC Registrars (ID 7RA01) by 2.30 p.m. on 2 December 2022. See the notes to the notice of meeting for further information on proxy appointment through CREST.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
14. Any alteration made in this form should be initialled.