



accesso Technology Group plc

(*accesso* or the Company)

Registered number 3959429

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the Company will be held at Unit 5, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN on Tuesday 20 May 2025 at 2.00 p.m. to consider the following resolutions, of which 1 to 11 will be proposed as ordinary resolutions and 12 to 14 as special resolutions:

Notice of Annual General Meeting

- Resolution 1:** To receive the audited financial statements of the Company for the year ended 31 December 2024 and to receive the Report of the Directors and the auditor's report thereon.
- Resolution 2:** To approve the Annual Report on Remuneration set out in the Company's Annual Report & Accounts for the financial year ended 31 December 2024.
- Resolution 3:** To reappoint Steve Brown, who retires and offers himself for reappointment as a Director.
- Resolution 4:** To reappoint Matthew Boyle, appointed during the year, as a Director.
- Resolution 5:** To reappoint Jody Madden, who retires and offers herself for reappointment, as a Director.
- Resolution 6:** To reappoint Andrew Malpass, who retires and offers himself for reappointment, as a Director.
- Resolution 7:** To reappoint William Russell, who retires and offers himself for reappointment, as a Director.
- Resolution 8:** To appoint Grant Thornton UK LLP as auditor of the Company until the conclusion of the next annual general meeting.
- Resolution 9:** To authorise the Directors to determine the remuneration of the auditor.
- Resolution 10:** (i) THAT the rules of the accesso Technology Group Long Term Incentive Plan 2024 (Plan), the main features of which are summarised in Appendix 1 to this Notice of AGM, and a copy of which is produced to the meeting and initialled by the Chair for the purposes of identification, be approved and the Directors be authorised to do all such acts and things as they may consider necessary or expedient to carry the Plan into effect; and
- (ii) THAT the Directors be authorised to establish such schedules or sub-plans to the Plan as they may consider necessary in relation to employees in jurisdictions outside the UK, with such modifications as may be necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any shares made available under such schedules or sub-plans be treated as counting against the relevant limits on individual and overall participation in the Plan.
- Resolution 11:** (i) THAT in substitution for all existing authorities the Directors be given power under Section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (Rights) up to an aggregate nominal amount of £136,696.34, being equivalent to one-third of the Company's issued share capital; and,
- (ii) up to a further aggregate nominal amount of £136,696.34 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the Company at such record dates as the Directors may determine where the equity securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or 19 August 2026 (whichever is sooner) unless any offer or agreement is made before the end of that period in which case, the Directors may allot shares and grant Rights pursuant to such offer or agreement as if the power granted by this resolution had not expired.

Special Resolutions

Resolution 12: THAT, subject to the passing of Resolution 11, and in accordance with Sections 570 and 573 of the Act, the Directors be and are hereby authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (i) the allotment of equity securities in connection with rights issues, open offers or other pre-emptive offers in favour of holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings or in accordance with the rights attaching thereto (but with such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal or practical problems in or under the laws of, or any requirements of, any recognised regulatory body or stock exchange, in any territory or as regards shares held by an approved depository or in issue in uncertified form or otherwise however);
- (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph above) up to a maximum aggregate nominal value of £41,008.90; and
- (iii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) 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 (ii) 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,

such power shall expire at the end of the next annual general meeting of the Company or 19 August 2026 (whichever is the sooner) unless any offer or agreement is made which would, or might require equity securities to be allotted (and treasury shares sold) before expiry of this power, in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.

Resolution 13: THAT, subject to the passing of Resolution 11, and in addition to the power contained in Resolution 12, the Directors be and are hereby authorised, pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, either under the authority conferred by Resolution 13 and/or to sell ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (i) the allotment of equity securities or sale of treasury shares, up to a maximum aggregate of £41,008.90, such authority to be used only for the purposes of financing (or refinancing, if the power is to be exercised within 12 months after the date 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 of annual general meeting; and
- (ii) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 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 (i) 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,

such power shall expire at the end of the next annual general meeting, or if earlier 19 August 2026, save that, in each case, the Company may, before the expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Notice of Annual General Meeting continued

Resolution 14: 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 4,100,890 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 19 August 2026 (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



David Gracie

Company Secretary
25 April 2025

Registered Office:

Unit 5, The Pavilions
Ruscombe Park
Twyford
Berkshire RG10 9NN

Procedural Notes

1. The AGM will be chaired by Andy Malpass, Non-Executive Director and Chair of the Audit Committee. The Company Chairman, Bill Russell, will be attending via video conference and available to take questions on the day. This decision has been taken to reduce the environmental impact and cost of travel.
2. 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.
3. To be valid, the completed and signed form of proxy must either be returned to the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA or a scanned copy be emailed to ProxyVotes@equiniti.com. Whichever means of return is used, this must be done in sufficient time to ensure the form is received by 2.00 p.m. on Friday 16 May 2025.
4. 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.
5. 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. 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 Equiniti (ID RA19) by 2.00 p.m. on Friday 16 May 2025.
6. 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.
7. 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 if 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 actions 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 in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
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. Your proxy must be lodged by 2.00 p.m. on 16 May 2025 in order to be considered valid. 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.
9. 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 Friday 16 May 2025. 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.
10. You may not use any electronic address provided either in this notice of AGM or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.
11. Copies of all Directors' Service Contracts for periods in excess of one year with the Company or any of its subsidiaries are available for inspection during normal business hours at the Company's registered office up to the date of the AGM and at the place of the AGM from 15 minutes before the start of the meeting until conclusion of the meeting.

Notes

Explanatory Notes to the Resolutions:

Resolution 1 – Annual Report and Accounts

The Directors must lay before shareholders the audited financial statements of the Company for the year ended 31 December 2024 and the Report of the Directors and auditor's report thereon.

Resolution 2

This resolution is an advisory vote to approve the Annual Report on Remuneration for the financial year ended 31 December 2024, which is set out in the Company's Annual Report and Accounts.

Resolutions 3 to 7

In accordance with recommended best practice, in Resolutions 3 to 7 each of the Directors are retiring and offering themselves for reappointment as Directors at the annual general meeting. Biographical information and details of the roles fulfilled by each Director are set out on page 41 of the audited financial statements of the Company for the year ended 31 December 2024.

Article 118 of the Articles of Association states that any Director appointed by the Board shall hold office until the next Annual General Meeting. Matthew Boyle was appointed as Chief Financial Officer by the Board on 29 September 2024. Accordingly, in Resolution 3 Matthew Boyle is offering himself for reappointment as a Director at the Annual General Meeting.

Resolutions 8 and 9 – appointment and remuneration of auditors

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company to hold office until the next such meeting. Resolution 8 proposes the appointment of Grant Thornton UK LLP as auditor to the Company. Resolution 9 authorises the Directors to agree the auditor's remuneration.

Resolution 10 – accesso Technology Group Long Term Incentive Plan 2024

The purpose of Resolution 10 is to approve a new employee incentive plan, the accesso Technology Group Long Term Incentive Plan 2024 (Plan), as a replacement for the accesso Technology Group 2014 Long Term Incentive Plan (as amended) which has expired on its terms. The Plan was adopted by the Board of directors of the Company on 10 December 2024. A summary of the Plan is set out in Appendix 1 to this Notice of AGM.

A copy of the rules of the Plan will be available for inspection during business hours at the Company's registered office until the conclusion of the AGM. The rules of the Plan will also be on display at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

Resolution 11 – Authority to allot shares

The authority sought by this resolution is for the Directors to be authorised to allot ordinary shares up to two-thirds of the Company's current issued share capital at the date of this notice. Paragraph (i) of the resolution will give the Directors a general authority to allot up to an aggregate nominal value of £136,696.34 being the equivalent of one-third of the Company's issued ordinary share capital as at 1 April 2025 (the last practicable date prior to the publication of this Notice). This is in accordance with The Investment Association Share Capital Management Guidelines. In addition, the guidelines permit the authority to extend to a further third of the issued share capital, where any such shares allotted using this additional authority are in connection with a rights issue. Paragraph (ii) of the resolution proposes this additional authority be granted to the Directors.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

Resolution 12 and 13 – disapplication of pre-emption rights

Resolutions 12 and 13 are special resolutions which, if passed, will enable the Directors to allot shares in the Company, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing shareholdings. In November 2022, the Pre-Emption Group published a revision of its Statement of Principles. The 2022 Statement of Principles provides that a company may now seek power to issue on a non pre-emptive basis for cash equity securities representing: (i) no more than 10% of the company's issued ordinary share capital in any one year, whether or not in connection with an acquisition or specified capital investment (with a further authority of no more than 2% to be used only for the purposes of making a follow-on offer); and (ii) no more than an additional 10% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition of specified capital investment (with a further authority for no more than 2% to be used only for the purposes of making a follow-on offer). In line with best practice, the Company has structured its pre-emption disapplication request as two separate resolutions.

If Resolution 12 is passed, it grants a three-part disapplication of statutory pre-emption rights: (i) in connection with a rights issue or other pre-emptive issues; (ii) up to a maximum nominal amount of £41,008.90, representing approximately 10% of the Company's issued ordinary share capital at 1 April 2025 being the latest practicable date prior to the publication of this document (otherwise than under the power referred to in (i)); and (iii) up to a nominal amount equal 20 per cent of any allotment under (ii), but with such power to be used only for a follow-on offer (a Follow-On Offer) which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Pre-Emption Group Statement. This resolution will permit the Directors to allot any such shares for cash in any circumstances (whether or not in connection with an acquisition or specified capital investment).

If Resolution 13 is passed, a further disapplication of pre-emption rights (additional to those contained in resolution 11) will be granted, limited to: (i) up to a maximum nominal amount of £41,008.90, which would equate to 10% of the Company's issued share capital (excluding treasury shares (if any)) as at 1 April 2025, being the latest practicable date prior to the publication of this document, to be used for the purposes of financing (or, in certain circumstances, refinancing) transactions which the Directors determine to be either an acquisition or a specified capital investment contemplated by the Pre-Emption Group Statement; and (ii) up to a nominal amount equal 20 per cent of any allotment under (i), but with such power to be used only for a Follow-On Offer.

Resolution 14 – Authority to make market purchases of own shares

Resolution 14 is a special resolution whereby the Directors are seeking authority to purchase up to a maximum of 4,100,890 ordinary shares (being equivalent to approximately 10 per cent of the Company's issued share capital as at 1 April 2025), 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 all the proposed resolutions set out in the Notice of AGM are in the best interests of shareholders as a whole and the Company and unanimously recommends that members vote in favour of all the resolutions, 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 or by e-mail as instructed in Procedural Note 3 above, through the CREST electronic appointment service as detailed in Procedural Note 5 above, or through the Proximity platform as detailed in Procedural Note 8 above.

Appendix 1

Summary of the accesso Technology Group Long Term Incentive Plan 2024

Introduction

The accesso Technology Group Long Term Incentive Plan 2024 (**Plan**) was adopted by the Remuneration Committee (**Remuneration Committee**) of the board of directors (**Board**) of accesso Technology Group plc (**Company**) on 10 December 2024. The Plan provides for the grant of conditional awards (**Awards**) to acquire shares in the Company, as described below.

Awards under the Plan take the form of conditional awards to acquire ordinary shares in the Company (**Shares**) for nil cost. Performance conditions may but need not apply to Awards. Awards granted to individuals who are subject to income tax in the United States of America (**US Taxpayers**) are subject to specific provisions, as detailed below.

Eligibility

Awards may be granted to any employee (including an executive director) of the Company and any of its subsidiaries (**Group**).

The Remuneration Committee has discretion to select the persons to whom Awards are to be granted and, subject to the limits set out below, to determine the number of Shares which are to be subject to an Award.

Grant of Awards

Awards may be made in a 42-day period following adoption of the Plan or the announcement of final or interim results. Awards can be made outside these periods in exceptional circumstances as determined by the Remuneration Committee. No Award shall be granted more than ten years after the adoption date of the Plan.

If the grant of an Award during the above periods would be prohibited by any restrictions relating to dealing in Shares imposed by law, order, regulation, Government directive or any dealing code adopted by the Company (**Dealing Restrictions**) then such Award may be granted during the 42-day period after the Dealing Restrictions end.

No payment is required for the grant of Awards.

Awards are not pensionable and may not be assigned or transferred, except as a result of an Award holder's death.

Plan Limits

Awards may not be granted under the Plan if, as a result, the aggregate nominal value of Shares issued or capable of being issued under awards granted in the preceding 10 years under the Plan and any other share plan for employees or directors established by the Company would exceed 15% of the nominal value of the share capital of the Company in issue on that date.

For the purposes of these limits:

- any Shares which are subject to an award or other right which has lapsed or has been surrendered or settled otherwise than by the issue or transfer of Shares, shall be disregarded;
- Shares will only be counted as "issued or capable of being issued" to the extent that they have been issued (or there is an intention for them to be issued) by the Company for the purposes of the Plan or any other share plan for employees or directors operated by the Company; and
- Shares held in treasury which are used to satisfy awards or other rights shall be taken into account (unless treasury shares are no longer required to be included in anti-dilution limits by the Investment Association or any replacement body).

Individual limit

Each individual's participation is limited so that, in any financial year of the Company, the aggregate market value of the Shares which are subject to all Awards (calculated as at the date of grant of each Award) granted to the individual in that financial year (and which have not lapsed or been surrendered), will not exceed 150% of the individual's base salary at the date of grant. The individual limit can be exceeded in circumstances which the Remuneration Committee considers to be exceptional, but cannot (unless the Remuneration Committee determines otherwise) exceed 200% of the individual's base salary at the date of grant.

Notwithstanding the foregoing, the Chief Executive Officer (CEO) may be granted Awards in any financial year up to a maximum limit of 600% of their base salary at the date of grant, but if an Award is granted at such maximum level, no further Award may be granted to the CEO in that financial year or the subsequent two financial years.

Performance Conditions

Awards may (but are not required to) be granted subject such performance conditions (**Performance Conditions**) as the Remuneration Committee may determine. If events occur which cause the Remuneration Committee reasonably to consider that a Performance Condition should be waived or that a different or amended condition would be a fairer measure of performance, the Remuneration Committee may waive the Performance Condition or amend the original Performance Condition in such manner as it deems fit, provided that any amended condition is not materially less or more challenging to achieve or satisfy than the original Performance Condition.

On the occurrence of certain corporate events such as a change of control of the Company, the Remuneration Committee may determine the extent to which the relevant Performance Condition has been met on such modified basis as it reasonably thinks fit.

Vesting of Awards

Awards will vest on the date or dates as determined by the Remuneration Committee at the date of grant or if later when the Remuneration Committee determines the extent to which the Award will vest (**Vesting Date**). The Vesting Date will be delayed in the event that (i) there is any investigation ongoing into the conduct or actions of the Award holder or any member of the Group which may be relevant to the Award; (ii) the Award holder has not entered into arrangements satisfactory to the Remuneration Committee to meet any relevant employee tax liabilities; or (iii) there are Dealing Restrictions.

The Remuneration Committee will determine the extent to which an Award vests, taking into account: (i) the extent to which any Performance Conditions have been satisfied; (ii) the underlying performance of the Company and the Award holder and (iii) such other factors as the Remuneration Committee considers relevant.

If, after determining the outcome of Performance Conditions, the Remuneration Committee considers that the extent of vesting does not reflect: (i) the financial performance of the Company; (ii) the performance and contribution of the Award holder; (iii) the value received by shareholders in the Company; and/or (iv) any other factors that the Remuneration Committee considers relevant that may not have been apparent when the Performance Conditions were determined, the Remuneration Committee may adjust the level of vesting (upwards or downwards) to the extent the Remuneration Committee considers appropriate.

Awards are settled automatically following the Vesting Date.

Settlement of Awards

Shares must be issued or transferred to Award holders within 30 days after the Vesting Date (unless there are Dealing Restrictions). An Award holder has no voting or other rights in relation to the Shares which are the subject of the Award until those Shares are delivered. Shares issued or transferred on settlement of an Award shall be issued or transferred without the benefit of any rights attaching to the Shares by reference to a record date preceding the issue or transfer date.

The Remuneration Committee may in its absolute discretion determine that an Award holder shall, instead of receiving Shares following the Vesting Date, receive a cash payment equivalent in value to the Shares in respect of which their Award vests. This does not apply to employees who are subject to tax in Australia.

Cessation of employment

Unless the Remuneration Committee determines otherwise at the time of grant of an Award:

- If an Award holder ceases to be an employee of the Group for gross misconduct, the Award will lapse immediately;
- If an Award holder ceases to be an employee of the Group for any reason other than gross misconduct, the Award will lapse immediately unless the Remuneration Committee, in its absolute discretion, determines otherwise; and
- If the Remuneration Committee exercises discretion to permit the Award to be retained following cessation:
 - an Award which is subject to Performance Conditions will vest on its normal Vesting Date. For US Taxpayers, the Award will vest on its normal Vesting Date or such earlier date that will ensure that the Shares are delivered by the later of (i) March 15 of the year following completion of the period over which the Performance Conditions are measured; or (ii) March 15 of the calendar year following the year in which the Award holder ceased employment;
 - an Award which is not subject to Performance Conditions will vest on the date determined by the Remuneration Committee but no later than 90 days following the Award holder's cessation of employment. For US Taxpayers, the Award must vest and Shares be delivered no later than March 15 of the calendar year following the year in which the Award holder ceased employment.

Takeovers / Corporate Events

If there is a takeover of the Company prior to the Vesting Date, Awards will vest in full at the time of the takeover to the extent that Performance Conditions (if any) have been satisfied (as determined by the Remuneration Committee on such modified basis as it reasonably thinks fit). The Remuneration Committee may determine that unvested Awards should not vest but should instead be exchanged for equivalent Awards in the acquiring company.

In the event of: (i) a resolution being passed by the Company for the voluntary winding-up of the Company; or (ii) a resolution being proposed by the Company for the demerger of the Company by means of an exempt distribution, which, in the opinion of the Remuneration Committee, could affect the current or future value of Shares, the Remuneration Committee may allow Awards to vest in whole or in part and at such time as is prescribed by the Remuneration Committee, subject to any conditions the Remuneration Committee may decide to impose.

Awards will not be subject to pro-rata adjustment for time unless the Remuneration Committee determines at the time of grant that the Award will be subject to time pro-rating on a takeover or other corporate event. This is only likely to apply to directors appointed to the Board after the date of adoption of the Plan. If Awards are subject to pro-rating for time in the event of a takeover or other corporate event, the Remuneration Committee shall have discretion to disapply pro-rating or apply it on a different (but no less favourable) basis.

Adjustment of Awards

The number of Shares which are subject to an Award may be adjusted by the Remuneration Committee in the event of (i) any capitalisation issue or rights issue or open offer or any other variation in the share capital of the Company; or (ii) a demerger or exempt distribution; or (iii) a special dividend or distribution; or (iv) any other transaction which the Remuneration Committee considers may materially affect the value of Shares.

Malus and Clawback

The Remuneration Committee will have discretion to operate malus/clawback in respect of an Award if at any time prior to the later of the second anniversary of the Vesting Date of such Award and the publication of the second audited accounts of the Company following the Vesting Date of such Award (or such longer period as may be set out in the relevant Award certificate), the Remuneration Committee becomes aware that:

- the Award holder has committed gross misconduct;
- there has been a material misstatement and/or significant downward revision in the financial results of the Company or any member of the Group for any period;
- an error was made in assessing or calculating the extent to which an Award has vested; or
- any event has occurred as a result of the acts or omissions of the Award holder which in the Remuneration Committee's opinion has (or would have if made public) a sufficiently significant impact on the reputation of any member of the Group or the business in which the Award holder works to justify malus/clawback applying.

If an investigation into the conduct or actions of any Award holder or any member of the Group has started before, but has not been completed by, the end of the malus and clawback period, the Remuneration Committee can extend the malus and clawback period to allow that investigation to be completed and for the Remuneration Committee to consider its findings and determine whether it wishes to take any action.

If the Remuneration Committee operates malus/clawback it will have discretion to: (i) reduce the number of Shares which are subject to the Award holder's subsisting Awards; and/or (ii) impose additional conditions on any of the Award holder's subsisting Awards; and/or (iii) reduce the number of Shares or cash amount which may be subject to any other subsisting awards held by such Award holder or may otherwise be payable to such Award holder (whether pursuant to the Plan or any other arrangement); and/or (iv) require a repayment or other reimbursement from the relevant Award holder.

Amending the Rules of the Plan

The rules of the Plan and the terms of any Awards may be amended in any manner by resolution of the Board or Remuneration Committee.

Overseas Employees

The Board or Remuneration Committee may adopt supplemental rules to the Plan or alter the provisions of any Award to facilitate the granting of awards to individuals who are not resident in the UK provided that awards may not be made upon terms that the Board or Remuneration Committee in its discretion considers commercially more favourable than Awards granted under the Plan to UK employees.

With respect to an Eligible Employee who is subject to the securities laws of the United States of America, no Awards shall be granted under the Plan and no Shares shall be issued and delivered following vesting of Awards unless and until the Company and/or the participant have complied with all applicable federal and state registration, listing and/or qualification requirements and all other requirements of law or of any regulatory agencies having jurisdiction.

Termination

The Plan may be terminated at any time by resolution of the Board or Remuneration Committee and shall in any event terminate on the tenth anniversary of its adoption, so that no further Awards can be granted under the Plan after such termination. Termination shall not affect the outstanding rights of existing Award holders.



accesso Technology Group plc • Unit 5, The Pavilions, Ruscombe Park • Twyford, Berkshire, RG10 9NN • England
T. +44 (0) 118.934.7400 • www.accesso.com
Registered in England and Wales: 3959429



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 Annual General Meeting of the Company to be held on Tuesday 20 May 2025 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?

How many shares is this appointment in respect of?

This Form is No.

tick box

of a total of:

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

Resolutions	For	Against	Discretionary	Vote Withheld
1 To receive the Audited Financial Statements for the year ended 31 December 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Annual Report on Remuneration set out in the Company's Annual Report & Accounts for the financial year ended 31 December 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To reappoint Steve Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To reappoint Matthew Boyle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To reappoint Jody Madden as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To reappoint Andrew Malpass as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To reappoint William Russell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To appoint Grant Thornton UK LLP as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To authorise the Directors to determine the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To approve the rules of the accesso Technology Group Long Term Incentive Plan 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To renew the Directors' authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To waive shareholders' rights of pre-emption on allotment of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To waive shareholders' rights of pre-emption in connection with an acquisition or specified capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2025

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

Print Name:

.....

Explanatory Notes: We strongly encourage all shareholders to complete and return a form of proxy to ensure their votes are counted in the poll vote that will be conducted on all resolutions at the AGM.

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 Equiniti,
 - i. by post to Aspect House, Spencer Road, Lancing, BN99 6DA; or
 - ii. by scanning a signed copy and emailing this to ProxyVotes@equiniti.com; and
 - c. received by Equiniti no later than 2.00 p.m. on Friday 16 May 2025, 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 16 May 2025 or, if the Annual General Meeting is adjourned, at close of business on the date which is two days before the day of the adjourned Annual 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. 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 Equiniti (ID RA19) by 2.00 p.m. on 16 May 2025. See the notes to the notice of meeting for further information on proxy appointment through CREST. 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. Your proxy must be lodged by 2.00 p.m. on 16 May 2025 in order to be considered valid. 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.
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.