



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 16 May 2023 at 10.00 a.m. to consider the following resolutions, of which 1 to 9 will be proposed as ordinary resolutions and 10 to 12 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 2022 and to receive the Directors' Report and the Auditor's Report thereon.
- Resolution 2:** To re-appoint Steve Brown, who retires and offers himself for re-appointment as a Director.
- Resolution 3:** To re-appoint Fern MacDonald, who retires and offers herself for re-appointment, as a Director.
- Resolution 4:** To re-appoint Jody Madden, who retires and offers herself for re-appointment, as a Director.
- Resolution 5:** To re-appoint Andrew Malpass, who retires and offers himself for re-appointment, as a Director.
- Resolution 6:** To re-appoint William Russell, who retires and offers himself for re-appointment, as a Director.
- Resolution 7:** To appoint Grant Thornton UK LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.
- Resolution 8:** To authorise the Directors to determine the remuneration of the Auditor.
- Resolution 9:**
- (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 £137,982.16, being equivalent to one-third of the Company's issued share capital; and
 - (ii) up to a further aggregate nominal amount of £137,982.16 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 30 June 2024 (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 10: THAT, subject to the passing of Resolution 9, 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 9 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 (i) above) up to a maximum aggregate nominal value of £41,394.65; 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 30 June 2024 (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 11: THAT, subject to the passing of Resolution 9, and in addition to the power contained in Resolution 10, 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 11 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 £41,394.65, such authority to be used only for the purposes of financing (or refinancing, if the power is to be exercised within six 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 (i) 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 30 June 2024, 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 12: 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 4,139,465 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 30 June 2024 (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
20 March 2023

Registered Office:

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

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. Whichever means of return is used this must be done in sufficient time to ensure the form is received by 10.00 a.m. on Friday 12 May 2023.
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. 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 10.00 a.m. on Friday 12 May 2023.
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 Friday 12 May 2023. 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 AGM or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.
9. 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 2022 and the Directors' Report and the Auditor's Report thereon.

Resolutions 2 to 6

In accordance with recommended best practice, in Resolutions 2 to 6 each of the Directors are retiring and offering themselves for re-appointment as Directors at the Annual General Meeting. Biographical information and details of the roles fulfilled by each Director are set out on page 32 of the audited financial statements of the Company for the year ended 31 December 2022.

Resolutions 7 and 8 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. Grant Thornton UK LLP were appointed Auditor by the Board of Directors in September 2022, replacing KPMG LLP. Resolution 7 proposes the appointment of Grant Thornton UK LLP as Auditor to the Company. Resolution 8 authorises the Directors to agree the Auditor's remuneration.

Resolution 9 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 £137,982.16 being the equivalent of one-third of the Company's issued ordinary share capital as at 20 March 2023 (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 10 and 11 – Disapplication of pre-emption rights

Resolutions 10 and 11 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 10 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 £41,394.65, representing approximately 10% of the Company's issued ordinary share capital at 20 March 2023, 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 11 is passed, a further disapplication of pre-emption rights (additional to those contained in resolution 10) will be granted, limited to: (i) up to a maximum nominal amount of £41,394.65, which would equate to 10% of the Company's issued share capital (excluding treasury shares (if any)) as at 20 March 2023, 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 12 Authority to make market purchases of own shares

Resolution 12 is a special resolution whereby the Directors are seeking authority to purchase up to a maximum of 4,139,465 ordinary shares (being equivalent to approximately 10 per cent of the Company's issued share capital as at 20 March 2023), 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 email as instructed in Procedural Note 2 above or through the CREST electronic appointment service as detailed in Procedural Note 4 above.



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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 16 May 2023 and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made and, if applicable, refer to Explanatory Note 2.

How many shares is this appointment in respect of []. This Form is No. [] 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 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Steve Brown, as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint Fern MacDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Jody Madden as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-appoint Andrew Malpass as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-appoint William Russell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To appoint Grant Thornton UK LLP as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To authorise the Directors to determine the Auditor’s remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To renew the Directors’ authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To waive shareholders’ rights of pre-emption on allotment of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 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"/>
12 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 2023

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 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; and
 - c. received by SLC Registrars no later than 10.00 a.m. on Friday 12 May 2023, 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 12 May 2023 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 SLC Registrars (ID 7RA01) by 10.00 a.m. on 12 May 2023. 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.