

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own advice from an appropriate professional adviser who is authorised under the Financial Services and Markets Act 2000.**

**If you have sold or otherwise transferred all your shares in Redde Northgate plc (the Company), please send this document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

**Redde Northgate plc**  
Northgate Centre  
Lingfield Way  
Darlington  
DL1 4PZ  
Telephone: +44 (0)1325 467558  
www.reddenorthgate.com



21 July 2023

Dear Shareholder

### **2023 Annual General Meeting**

We are pleased to provide you with notice that the annual general meeting (the **Annual General Meeting**) of Redde Northgate plc (the **Company**) will be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London, EC4R 0BR at 10.30 a.m. on Tuesday 26 September 2023, together with the annual report and accounts for the year ended 30 April 2023 (the **Annual Report and Accounts**).

The Annual Report and Accounts are available to view and to download electronically at:  
**<https://www.reddenorthgate.com/investors/results-reports-and-presentations>**

Shareholders who have requested to receive a hard copy of the Annual Report and Accounts will find this enclosed.

Resolutions 1 to 15 are proposed as ordinary resolutions and Resolutions 16 to 20 are proposed as special resolutions.

### **Ordinary Resolutions**

#### **Resolution 1 – Annual Report and Accounts**

Resolution 1 will be proposed as an ordinary resolution to receive and adopt the Annual Report and Accounts for the year ended 30 April 2023. The report of the Directors, the accounts, and the report of the Company's auditors on the accounts and on those parts of the Directors' remuneration report (the **Directors' Remuneration Report**) that are capable of being audited are contained within the Annual Report and Accounts.

#### **Resolution 2 – Dividend**

Shareholders are being asked to approve a final dividend of 16.5p per ordinary share in respect of the financial year ended 30 April 2023. If approved, the recommended final dividend will be paid on 29 September 2023 to shareholders whose names appear on the Company's register of members as at the close of business on 1 September 2023.

#### **Resolution 3 – Directors' Remuneration Report**

The Directors' Remuneration Report is set out on pages 98 to 124 of the Annual Report and Accounts and excludes the Directors' Remuneration Policy on pages 102 to 110. In compliance with applicable legislation, shareholders will be invited to approve the Directors' Remuneration Report. This vote in Resolution 3 on the Directors' Remuneration Report is advisory in nature.

#### **Resolution 4 – Directors' Remuneration Policy**

The Company is required to seek shareholder approval by means of a separate binding resolution on the Directors' Remuneration Policy at least once every three years. The current Directors' Remuneration Policy was approved by shareholders at the Company's annual general meeting in 2020 and is therefore due for renewal. Resolution 4 seeks approval of the proposed Directors' Remuneration Policy set out on pages 102 to 110 of the

Annual Report and Accounts. If Resolution 4 is approved, the new Directors' Remuneration Policy will take effect immediately after the end of the Annual General Meeting and will be in place for a period of three years unless a new Directors' Remuneration Policy is presented to shareholders for approval before the end of that period. If the new Directors' Remuneration Policy is not approved, the Directors' Remuneration Policy approved at the Company's annual general meeting in 2020 will continue to apply.

During FY2023, the Company engaged with shareholders holding approximately 40% of the Company's capital in relation to the current Directors' Remuneration Policy and the changes that the Company proposed to make to the Directors' Remuneration Policy for approval at the Annual General Meeting in 2023. As more fully set out in the Directors' Remuneration Report, the Board believes that the current remuneration framework remains appropriate to continue to motivate management to drive long term sustainable performance for the Company's shareholders. Accordingly, the Directors' Remuneration Policy proposed to shareholders for approval this year reflects a continuation of the existing Directors' Remuneration Policy framework together with certain amendments including:

- Financial underpin: There will be a financial underpin to the non-financial element of the Executive Directors' annual bonus.
- Bonus deferral: The approach to annual bonus deferral for Executive Directors will be simplified such that 50% of the total bonus paid will be deferred into shares for three years to better align with market practice (currently 50% of the annual bonus plus any amount in excess of 100% of base salary is deferred into shares). The revised approach is at the more stringent end of market practice for FTSE 250 companies and the Committee believes that this approach continues to ensure strong alignment with shareholders.

We have also refreshed the drafting of the Directors' Remuneration Policy to improve clarity and to align better with typical market practice.

The proposed Directors' Remuneration Policy no longer refers to the Company's VCP, which was not implemented.

#### **Resolution 5 – Appointment of auditor**

Resolution 5 will be proposed as an ordinary resolution to appoint PricewaterhouseCoopers LLP as auditor to the Company until the conclusion of the next annual general meeting.

#### **Resolution 6 – Remuneration of auditor**

Resolution 6 will be proposed as an ordinary resolution to authorise the Audit Committee, for and on behalf of the Board, to fix the auditor's remuneration.

#### **Resolutions 7 to 14 – Election and re-election of Directors**

Resolutions 7 to 14 will be proposed as ordinary resolutions for the election and re-election of the Directors. The Company's Articles of Association require all Directors to submit themselves for re-election at each annual general meeting.

Biographical details of all Directors standing for election or re-election can be found on pages 84 to 85 of the Annual Report and Accounts. Following a full performance evaluation of the current Board of Directors, the performance of each of the Directors standing for election or re-election continues to be effective and demonstrates commitment to their roles.

#### **Resolution 15 – Allotment of shares**

Resolution 15 will be proposed as an ordinary resolution to authorise the Directors to allot new shares up to a nominal amount of £38,202,308 (representing 76,404,616 ordinary shares with a nominal value of 50p each) and additionally to authorise the Directors to allot relevant securities in connection with a pre-emptive offer up to a further nominal amount of £38,202,308 (representing 76,404,616 ordinary shares with a nominal value of 50p each), representing in total approximately two thirds of the total issued ordinary share capital of the Company as at the date of this notice (excluding treasury shares). This authority will expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 December 2024). The Directors have no present intention of using the authority granted by this resolution but believe that the flexibility allowed by this resolution may assist them in taking advantage of business opportunities as they arise. As at 14 July 2023, the Company held 16,877,571 ordinary shares in treasury, being 7.4% of the Company's total issued share capital.

## Special Resolutions

### Resolutions 16 & 17 – Disapplication of pre-emption rights

Resolutions 16 and 17 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour. They would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings. The Directors have no present intention of exercising the authorities in Resolutions 16 and 17, however there may be occasions when the Directors need the flexibility to finance business opportunities as they arise by the issue of shares or the sale of treasury shares for cash other than through a fully pre-emptive offer.

The authority set out in Resolution 16 would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £11,460,692 (representing 22,921,384 ordinary shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 14 July 2023, the latest practicable date prior to publication of this notice.

Resolution 17 authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in addition to the authority set out in Resolution 16, in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment.

The authority under Resolution 17 is limited to an aggregate nominal amount of £11,460,692 (representing 22,921,384 ordinary shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 14 July 2023, the latest practicable date prior to publication of this notice.

The authorities being sought in Resolutions 16 and 17, are in line with the Investment Association's most recent Share Capital Management Guidelines published in February 2023 (the **IA Guidelines 2023**) and the Pre-Emption Group's Statement of Principles (the **Pre-Emption Principles**) as revised in November 2022. Resolutions 16 and 17 are proposed in accordance with the template resolutions published by the UK Pre-Emption Group in November 2022.

The Pre-Emption Principles also introduced the concept of "follow-on" offers to help existing and retail investors to participate in equity issues. The purpose of Resolution 16(c) and Resolution 17(b) is to give the Directors the flexibility to make a follow-on offer in each case. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022. The Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-Emption Group's Statement of Principles 2022 and follow the expected features of follow-on offers which are set out in the Pre-Emption Principles (in Part 2B, paragraph 3) and include an individual monetary cap of not more than £30,000 per ultimate beneficial owner, limits on the number of shares issued in any follow-on offer (not more than 20 per cent of the number issued in the placing), and limits on the price (equal to, or less than, the offer price in the placing).

The maximum amount which can be issued in a follow-on offer:

- (i) pursuant to Resolution 16(c), is an aggregate nominal value of £2,292,138 (representing 4,584,276 ordinary shares and in total equivalent to 2% of the issued ordinary share capital of the Company (excluding treasury shares) as at 14 July 2023, the latest practicable date prior to publication of this notice); and
- (ii) pursuant to Resolution 16(c) and Resolution 17(b), is an aggregate nominal value of £4,584,276 (representing 9,168,552 ordinary shares and in total equivalent to 4% of the issued ordinary share capital of the Company (excluding treasury shares) as at 14 July 2023, the latest practicable date prior to publication of this notice). These amounts are in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above.

Resolutions 16 and 17 have been separated in accordance with the Pre-Emption Principles.

The authorities in Resolutions 16 and 17 will expire at the earlier of 26 December 2024 or the conclusion of the next annual general meeting of the Company.

### **Resolution 18 – Market purchases of ordinary shares**

Resolution 18 will be proposed as a special resolution to permit the Company to make market purchases of up to 22,921,385 ordinary shares of 50.0p each of the Company (being approximately 10% of the Company's issued ordinary share capital (excluding treasury shares)), subject to the conditions set out in the resolution. This authority will expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 26 March 2025.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange or such other manner as is permitted by applicable law and regulations. Any shares purchased under this authority may either be cancelled, sold or held as treasury shares. Treasury shares may subsequently be cancelled, sold or used to satisfy options issued to employees pursuant to the Company's employee share schemes. The Directors would only exercise the authority sought by Resolution 18 in circumstances where they believed that to do so would normally result in an increase in earnings per share and would be in the interests of shareholders generally.

As at the date of this notice there were options over 8,171,891 ordinary shares in the capital of the Company which represents 3.57% of the issued ordinary share capital (excluding treasury shares) at that date. If the authority to purchase ordinary shares was exercised in full, these options would represent 3.96% of the issued ordinary share capital (excluding treasury shares). The Company has no warrants outstanding.

### **Resolution 19 – Market purchases of preference shares**

Resolution 19 will be proposed as a special resolution to permit the Company to make market purchases of up to 1,000,000 preference shares of 50.0p each of the Company (being 100% of the issued preference shares of 50.0p each in the Company) subject to the conditions set out in the resolution. The Company's preference shares are not equity share capital and only carry voting rights in certain limited events and, given the limited number of outstanding preference shares of 50.0p each in the Company, the Company is seeking this authority in order to assist in the simplification of the Company's share capital structure. This authority will expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 26 March 2025.

Any purchases of preference shares would be by means of market purchases through the London Stock Exchange or such other manner as is permitted by applicable law and regulations. Any shares purchased under this authority would be cancelled.

### **Resolution 20 – Notice period for general meetings**

Resolution 20 will be proposed as a special resolution and would allow general meetings, other than an annual general meeting, to be called on not less than 14 clear days' notice, renewing the authority granted by shareholders at the Company's last annual general meeting. The approval will be effective until the Company's next annual general meeting, when it is expected that a similar resolution will be proposed.

### **Action to be taken**

You are requested to complete and return a form of proxy or otherwise appoint a proxy by electronic means or through CREST, as soon as possible, but in any event so as to arrive at the offices of the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 10.30 am on Friday 22 September 2023, being 48 hours (excluding non-business days) before the time appointed for the annual general meeting.

### **Recommendation**

**Your Board unanimously believes that the resolutions to be proposed at the annual general meeting are in the best interests of shareholders as a whole and, accordingly, recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial holdings.**

### **Redde Northgate plc**

Northgate Centre,  
Lingfield Way  
Darlington  
DL1 4PZ  
01325 467558  
www.reddenorthgate.com

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting of Redde Northgate plc (the Company) will be held at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London, EC4R 0BR on Tuesday 26 September 2023 at 10.30 a.m. to transact the business set out in the resolutions below:

## Ordinary Resolutions

### Resolution 1

To receive the Company's accounts and the reports of the Directors and of the auditor for the year ended 30 April 2023 (**Annual Report and Accounts**).

### Resolution 2

To declare a final dividend of 16.5p per ordinary share to be paid on 29 September 2023 to shareholders on the Company's register of members as at the close of business on 1 September 2023.

### Resolution 3

To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy referred to in Resolution 4) in the form set out on pages 98 to 124 of the Annual Report and Accounts.

### Resolution 4

To approve the Directors' Remuneration Policy as set out on pages 102 to 110 of the Annual Report and Accounts.

### Resolution 5

To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting.

### Resolution 6

To authorise the Audit Committee, for and on behalf of the Board, to determine the remuneration of the auditor.

### Resolution 7

To re-elect Mark Butcher as a Director.

### Resolution 8

To re-elect Bindi Karia as a Director.

### Resolution 9

To re-elect Mark McCafferty as a Director.

### Resolution 10

To re-elect Avril Palmer-Baunack as a Director.

### Resolution 11

To re-elect John Pattullo as a Director.

### Resolution 12

To re-elect Philip Vincent as a Director.

### Resolution 13

To re-elect Martin Ward as a Director.

### Resolution 14

To elect Nicola Rabson as a Director.

### Resolution 15

That the Board be and it is hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all 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:

- (a) up to an aggregate nominal amount of £38,202,308; and, in addition,
- (b) comprising equity securities (within the meaning of Section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £38,202,308 in connection with a fully pre-emptive offer (including an offer by way of a rights issue or open offer),

provided that this authority shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 December 2024) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this Resolution 15, fully pre-emptive offer, means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights, as the Directors consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

## **Special Resolutions**

### **Resolution 16**

That, if Resolution 15 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 15, if Resolution 15 is passed, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £11,460,692; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (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 (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 Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 December 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### **Resolution 17**

That if Resolution 15 is passed, the Board be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £11,460,692, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified 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) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (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 (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,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 December 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

### **Resolution 18**

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Companies Act 2006) of ordinary shares of 50.0p each of the Company on such terms and in such manner as the Directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes set out in Section 727 of the Companies Act 2006, including for the purpose of its employee share schemes, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 22,921,385;
- (b) the minimum price (excluding expenses) which may be paid for any ordinary share is 50.0p;
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share is an amount not more than the higher of:
  - (i) an amount equal to 105% of the average of the middle market quotations for such ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of such ordinary share and the highest current independent bid on the trading venue on which the purchase is carried out;
- (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 26 March 2025 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

**Resolution 19**

That the Company be and it is generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Companies Act 2006) of preference shares of 50.0p each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of preference shares hereby authorised to be acquired is 1,000,000 (being all the preference shares remaining in issue as at the date of this notice);
- (b) the minimum price (excluding expenses) which may be paid for any preference share is 1.0p;
- (c) the maximum price (excluding expenses) which may be paid for any preference share is 50.0p;
- (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 26 March 2025 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its preference shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its preference shares in pursuance of any such contract.

**Resolution 20**

That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

**By Order of the Board****James Kerton**

Company Secretary

**Redde Northgate plc**

21 July 2023

Registered Office:

Northgate Centre,

Lingfield Way,

Darlington,

DL1 4PZ

Registered Number: 00053171



## Notes

1. A member entitled to attend and vote at the Annual General Meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A member can appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy may vote (or withhold from voting) at the proxy's sole discretion.
2. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the Annual General Meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the Annual General Meeting and voting in person.
3. Proxies may be appointed by using the electronic proxy appointment service in accordance with the procedures set out in Note 6 below. Institutional investors may be able to appoint proxies electronically via the Proxymity platform (see Note 7 below). CREST members may appoint proxies using the CREST electronic proxy appointment service (see Note 8 below). In each case the appointment must be received by the Company not less than 48 hours, excluding non-business days, before the time of the Annual General Meeting.
4. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a Nominated Person). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between them and the member by whom they were nominated to be appointed as a proxy for the Annual General Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
5. To be entitled to attend and vote, whether in person or by proxy, at the Annual General Meeting, members must be registered in the register of members of the Company at close of business on Friday 22 September 2023 or, in the case of an adjourned meeting, at close of business on the day which is two days before the meeting (excluding non-business days). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the Annual General Meeting or adjourned meeting.
6. Shareholders wishing to appoint a proxy online should visit [www.signalshares.com](http://www.signalshares.com) and follow the instructions on screen. If you have not already registered for the Signal Shares shareholder portal you will need your personal Investor Code which you can find on your share certificate or a dividend confirmation. To be valid your proxy appointment(s) and instructions should reach Link Group no later than 48 hours, excluding non-business days, before the time set for the Annual General Meeting. By registering on the Signal Shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including: casting your vote; changing your dividend payment instruction; updating your address; and selecting your communication preference. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link Group on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 9.00 am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.
7. 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 Link Group. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.30 am on Friday 22 September 2023 in order to be considered valid or, if the Annual General Meeting is adjourned, by the time which is 48 hours, excluding non-business days, 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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the Proxymity platform instructing the removal of your proxy vote.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members and those 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International 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 an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

9. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
10. Members satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the Annual General Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on its website.
11. The Company must cause to be answered at the Annual General Meeting any question relating to the business being dealt with at the Annual General Meeting which is put by a member attending the Annual General Meeting, except in certain circumstances, including if it would interfere unduly with the preparation for the Annual General Meeting or if it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered or if to do so would involve the disclosure of confidential information.
12. As at 14 July 2023 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consists of 246,091,423 ordinary shares of 50.0p each, carrying one vote each (16,877,571 of which are held in treasury by the Company, which do not carry voting rights while so held) and 1,000,000 preference shares of 50.0p each, which do not carry any rights to vote on the above resolutions. Therefore, the total voting rights in the Company are 229,213,852.
13. The contents of this notice of Annual General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Annual General Meeting, the total voting rights that members are entitled to exercise at the Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website <https://www.reddenorthgate.com/investors/shareholder-information/agm-information>.
14. The following documents will be available for inspection during normal business hours from the date of this notice of Annual General Meeting until the close of the Annual General Meeting on 26 September 2023 at the offices of Bryan Cave Leighton Paisner LLP at Governor's House, 5 Laurence Pountney Hill, London, EC4R 0BR:
  - (a) copies of the executive Directors' service contracts; and
  - (b) copies of the letters of appointment of the Non-executive Directors;
15. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated.
16. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Annual General Meeting and/ or (ii) to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved, or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Monday 14 August 2023, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.



