



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or if you reside elsewhere, from another appropriately authorised independent financial adviser.**

If you have sold or transferred all your ordinary shares in Northcoders Group PLC, please forward this document, together with any documents that accompany it, as soon as practicable to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.

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# Northcoders Group PLC

(Incorporated in England & Wales with registered number 13378742)

## Notice of the 2023 Annual General Meeting

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Notice of the 2023 Annual General Meeting of Northcoders Group PLC, to be held at Manchester Technology Centre, 103 Oxford Road, Manchester M1 7ED on Thursday 01 June 2023 at 11:00 a.m., is set out on pages 4 to 7 of this document.

Your attention is drawn to the letter from the Chair on pages 2 to 3 of this document which sets out the arrangements for the meeting. You are encouraged to appoint the Chair of the meeting as your proxy and to give instructions on how the Chair should vote on each of the resolutions in advance of the meeting. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes to the notice of AGM by no later than 11:00 a.m. on 30 May 2023.

# Letter from the Chair of Northcoders Group plc

## Directors:

Angela Williams (Non-Executive Chair)  
Christopher (Chris) Hill (Chief Executive Officer)  
Charlotte Prior (Chief Financial Officer)  
Amul Batra (Chief Operations Officer)  
Anthony Nicholas (Nick) Parker (Non-Executive Director)

**Registered Office**  
Manchester Technology Centre  
Oxford Road  
Manchester  
M1 7ED

5 May 2023

## Notice of Annual General Meeting of Northcoders Group PLC

Dear Shareholder

I am pleased to be writing to you with details of the 2023 annual general meeting (**AGM**) of Northcoders Group PLC (**Company**), which will be held at Manchester Technology Centre, 103 Oxford Road, Manchester M1 7ED Thursday 01 June 2023 at 11:00 a.m.

The formal notice of the AGM is set out on pages 4 to 7 of this document and contains the proposed resolutions. Explanatory Notes to the business to be considered at the AGM are set out in the Appendix to this document on page 8.

A copy of the annual report and accounts of the Company for the period ended 31 December 2022 and a form of proxy for use at the AGM, accompanies this document.

### Attendance at the AGM

All shareholders are entitled to attend and vote on all resolutions at the AGM. Any shareholder who wishes to attend the AGM in person is asked to register their intention to do so. I would be grateful if this could be done by emailing [ir@northcoders.com](mailto:ir@northcoders.com).

If there are changed circumstances which mean that the arrangements must be amended, including at short notice, the Board will announce such modifications and it is recommended that you monitor the Company's RNS announcements for updates.

### Appointing a proxy and voting

You may appoint another person as proxy to exercise your rights to vote at the meeting by completing and returning the accompanying proxy form.

You are encouraged to appoint the Chair of the meeting as your proxy and to give your instructions on how you wish the Chair to vote on the proposed resolutions. This will ensure that your votes will be counted if you (or any other proxy who you might otherwise appoint) are not able, or do not wish, to attend the AGM in person. If you appoint the Chair of the meeting as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, she will vote in favour of each of the resolutions set out in the notice of AGM.

Whether or not you intend to be present at the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received by the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD not later than 11:00 a.m. on 30 May 2023. Alternatively, you may register the appointment of your proxy electronically. CREST members may appoint proxies by using the CREST electronic proxy appointment service.

Further details on how to submit your proxy votes are set out on pages 7 to 9 of this document in the Notes to the notice of AGM and in the accompany proxy form.

All proposed resolutions at the AGM will be put to a vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised. On a poll, each shareholder has one vote for every share held.

## Questions

Shareholders are invited to submit any questions that they have on the business of the AGM by email to [ir@northcoders.com](mailto:ir@northcoders.com).

## AGM results

The results of the AGM will be published on the Company's website at [www.northcodersgroup.com](http://www.northcodersgroup.com) following the meeting.

Please note that you should not use any electronic address provided in this document, or in any related document (including the accompanying form of proxy), to communicate with the Company for any purposes other than those expressly stated.

## Recommendation

The Board considers that each of the proposed resolutions set out in the notice of AGM are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its members as a whole.

The Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully

**Angela Williams**

Chair

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Northcoders Group plc (**Company**) will be held at Manchester Technology Centre, 103 Oxford Road, Manchester M1 7ED on 01 June 2023 at 11:00 a.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolution 11 will be proposed as a special resolution.

Explanatory Notes explaining each proposed resolution are set out in the Appendix on page 8.

## Ordinary resolutions

- Resolution 1:** To receive and adopt the Company's audited accounts together with the reports of the directors of the Company (Directors) and auditors for the period ended 31 December 2022.
- Resolution 2:** To approve the Directors' remuneration report, as set out in the Company's annual report and accounts for the period ended 31 December 2022
- Resolution 3:** To re-appoint Amul Batra as a Director of the Company.
- Resolution 4:** To re-appoint Christopher Hill as a Director of the Company.
- Resolution 5:** To re-appoint Nicholas Parker as a Director of the Company.
- Resolution 6:** To re-appoint Charlotte Prior as a Director of the Company.
- Resolution 7:** To re-appoint Angela Williams as a Director of the Company.
- Resolution 8:** To re-appoint HaysMacintyre LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting of the Company at which the accounts of the Company are laid.
- Resolution 9:** To authorise the audit and risk committee of the board of Directors to determine the remuneration of the Auditors.
- Resolution 10:** **THAT**, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**Act**) to exercise all powers of the Company to allot, and grant any right to subscribe for or to convert any security into, shares in the Company (such shares and rights to subscribe for or to convert any security into shares being **Relevant Securities**) up to an aggregate nominal amount of £26,977.82, provided that this authority shall be limited to the allotment of:
- (a) 27,293 new ordinary shares of £0.01 each in the capital of the Company pursuant to and on the exercise of the subscription rights granted under the warrant instruments constituted by the Company on 22 July 2021 in favour of WH Ireland limited and Peterhouse Capital Limited (**Warrant Instruments**); and
  - (b) Relevant Securities (otherwise than pursuant to sub-paragraph (a) above), up to an aggregate nominal value equal to £26,704.89,
- provided that unless previously revoked, varied or extended, this authority shall expire upon the earlier of the conclusion of the next annual general meeting of the Company and the date which is 15 months from the date of passing of this resolution, except that the Directors may at any time before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if this authority had not expired.

## Special resolution

- Resolution 11:** THAT, the Directors are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the Directors under section 551 of the Act conferred by Resolution 10 above, and/or by way of a sale of treasury shares (by virtue of section 573 of the Act), in each case as if the provisions of section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
- (a) the allotment of equity securities up to an aggregate nominal amount of £272.93 pursuant to and on the exercise of the subscription rights granted under the Warrant Instruments;
  - (b) the allotment of equity securities and/or sale of treasury shares in connection with an invitation to apply for, or offer of, equity securities in favour of the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal, regulatory or practical problems arising under the laws of or the requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever);
  - (c) the allotment of equity securities (otherwise than pursuant to the power referred to in sub-paragraphs (a) and (b) (inclusive) above) of up to an aggregate nominal value equal to £12,017.20; and
  - (d) the allotment of equity securities (otherwise than pursuant to the power referred to in sub-paragraphs (a) and (b) (inclusive) above and in addition to the authority granted in sub-paragraph (c) above) of up to an aggregate nominal value equal to £4,005.73, provided that such authority shall be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after 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 these Resolutions,
- and provided that unless previously revoked, varied or extended, this power shall expire upon the earlier of the conclusion of the next annual general meeting of the Company and the date which is 15 months from the date of passing of this resolution, except that the Directors can during such period make offers or arrangements which could or might require the allotment of equity securities after the expiry of such period.

By order of the Board

Northcoders Group PLC  
Manchester Technology Centre  
Oxford Road  
Manchester  
United Kingdom  
M1 7ED

5 May 2023

## Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or appoint someone else to vote on your behalf.

### Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at 11:00 a.m. on 30 May 2023 (or if this meeting is adjourned, 48 hours before the adjourned meeting) shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Voting

2. Voting on all resolutions will be conducted by way of a poll. This is a more transparent method of voting as all shareholders' votes are counted according to the number of shares registered in their names.

### Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. You may appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
5. You may use the enclosed proxy form to appoint a proxy and give proxy instructions. If a proxy form is not enclosed please contact the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. Alternatively, if you wish you may register the appointment of your proxy electronically, by following the instructions in Note 8. CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with paragraphs 9 to 12 of these notes.
6. If you wish to appoint more than one proxy using the enclosed proxy form, you must complete and return a separate proxy form for each proxy. Photocopies of the enclosed proxy form may be used for that purpose or you may obtain copies from the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. On each separate proxy form you must: (i) insert the proxy's full name and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and (ii) tick the box in each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in the proxy form. Please note that failure to comply with these requirements may invalidate your intended appointments.

7. To be effective, any proxy form or any other instrument appointing a proxy must be completed, signed and sent (together with any power of attorney or other authority under which an appointment is made or a duly certified copy) by post to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, to be received not later than 11:00 a.m. on 30 May 2023 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting.
8. Proxies may be submitted electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by using the Personal Proxy Registration Code as shown on the Form of Proxy. The appointment of a proxy electronically will not be valid if it is (i) received later than 11:00 a.m. on 30 May 2023 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting or (ii) sent to any other electronic address.

### Appointment of proxies through CREST

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the annual general meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by our agent Neville Registrars Limited (ID 7RA11) by no later than 11:00 a.m. on 30 May 2023, or, in the event of an adjournment of the meeting, 48 hours before the adjourned 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).

#### Votes withheld

13. A "vote withheld" column is included on the proxy form and poll cards. A "vote withheld" in respect of any resolution is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against it.

#### Appointment of proxy by joint members

14. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### Changing proxy instructions

15. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. 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.

#### Termination of proxy appointment

16. In order to revoke a proxy instruction you will need to inform the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD by sending them a signed hard copy notice clearly stating your intention to revoke your proxy appointment. The revocation notice must be received by Neville Registrars no later than 11:00 a.m. on 30 May 2023 or not less than 48 hours before the time appointed for any adjournment of the meeting.

#### Corporate representatives

17. A corporation that is a shareholder can appoint one or more corporate representative who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.

#### Documents on display

18. Copies of the service contracts of the executive directors and non-executive directors' letters of appointment are available for inspection on request at the Company's registered office from the date of this notice until the conclusion of the meeting.

#### Publication of results

19. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

# Appendix

## Explanatory notes to the business of the AGM

Resolutions 1 to 10 are proposed as ordinary resolutions. The proposed ordinary resolutions will be passed if more than 50 per cent of the votes cast are in their favour. Resolution 11 is proposed as a special resolution. The proposed special resolution will be passed if at least 75 per cent of the votes cast are in their favour.

### ORDINARY RESOLUTIONS

#### Resolution 1: Approval of Annual Report and Accounts

The Directors are under a duty in respect of each financial year to lay the audited financial statements and the reports of the Directors and the auditors before the Company in General Meeting. The Company proposes an ordinary resolution to receive its audited accounts and reports for the financial period ended 31 December 2022. A copy of the Company's annual report and accounts has been sent to all shareholders and is also available from the Company's website at [www.northcodersgroup.com](http://www.northcodersgroup.com).

#### Resolution 2: Remuneration report

Although this is not a requirement, the Directors have decided, as a matter of good governance, to put the Directors' remuneration report for the year ended 31 December 2022 to an advisory vote. The Directors' remuneration report for which approval is sought can be found on pages 25 to 27 of the 2022 Annual Report and Accounts.

#### Resolutions 3-7: Reappointment of Directors

In line with best practice, each of the Directors will retire and submit themselves for re-appointment at this AGM. Biographical details for the Directors can be found on page 21 of the 2022 Annual Report and Accounts.

The Board consider that each of the Directors continue to be an effective member of the board and demonstrate commitment to their role.

#### Resolution 8: Reappointment of auditors

Shareholders are required to appoint auditors at each general meeting of the Company at which the audited accounts and reports are presented to shareholders. On the recommendation of the audit and risk committee, the Directors are proposing to shareholders the re-appointment of HaysMacintyre LLP as auditors of the Company for the financial year ending 31 December 2023. This resolution therefore proposes the reappointment of HaysMacintyre LLP as auditors of the Company, until the conclusion of the next AGM.

#### Resolution 9: Fixing of auditors' remuneration

This resolution authorises the audit and risk committee of the board of Directors to determine the auditors' remuneration.

#### Resolution 10: Authority for Directors to allot shares

The Directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or to convert any securities into, shares. This authority is, however, due to expire at the AGM and therefore the Directors would like to seek new authority to provide the Directors with flexibility to allot new shares and grant rights up until the Company's next annual general meeting.

Accordingly, if passed, this resolution gives the Directors the authority to allot (or grant rights over) new shares in the capital of the Company up to an aggregate nominal value of £26,704.89 (representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 4 May 2023 being the last practicable date before publication of this notice). The Company did not hold any shares in treasury as at that date.

The Directors do not have any present intention to exercise this authority, however the Board consider it prudent to maintain the flexibility that it provides, so as to enable the Directors to respond to any appropriate opportunities that may arise.

If passed, this resolution will also provide authority for the Directors to allot up to 27,293 new ordinary shares of £0.01 each in the capital of the Company pursuant to the existing warrant instruments constituted by the Company in favour of WH Ireland limited and Peterhouse Capital Limited (**Warrant Instruments**).

### SPECIAL RESOLUTION

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

This special resolution, if passed, authorises the Directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all new equity securities for cash to existing shareholders in proportion to their holdings).

The relevant circumstances are where the allotment takes place (a) in connection with the Warrant Instruments (b) in connection with the allotment of equity securities and/or sale of treasury shares in favour of existing shareholders in proportion to their holding of ordinary shares in the capital of the Company (c) where the allotment is limited to a maximum nominal amount of £12,017.20 (representing approximately 15% of the nominal value of the issued ordinary share capital of the Company as at 4 May 2023 being the last practicable date before the publication of this notice) or (d) where the allotment is limited to a maximum nominal amount of £4,005.73 (representing approximately 5% of the nominal value of the issued ordinary share capital of the Company as at 4 May 2023 being the last practicable date before the publication of this notice) and is in connection with an acquisition or a specified capital investment which has taken place in the preceding six month period and is disclosed in the announcement of the issue. Each authority will expire on the date of the next annual general meeting of the Company or 15 months from the date this resolution is passed, whichever is the earlier.