















The Directors are also seeking a further authority from shareholders to have the power to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings to reflect the Statement of Principles.

Accordingly, Resolution 17 is being proposed as a Special Resolution to grant such power. If given, this power will also expire at the conclusion of the Company's AGM in 2025 (or, if earlier, on 30 June 2025). The power will be limited to (i) the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £3,070,431, which represents 61,408,620 ordinary shares which is approximately 10% of the Company's issued ordinary share capital as at 22 April 2024, being the latest practicable date prior to publication of this Notice, and (ii) up to an additional 20% of any allotment made under (i), for the purposes of any follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles. This figure of 10% plus the additional 2% for a follow on offer is in addition to the 10% and additional 2% for a follow on offer referred to in Resolution 16 and also reflects the Statement of Principles. The Directors will have due regard to the Statement of Principles in relation to any exercise of this power; in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue.

#### **Resolution 18 – Authority to purchase own shares**

The Company may buy its own shares with the authority of shareholders. Resolution 18, which is being proposed as a Special Resolution, seeks to renew the authority given at last year's AGM until the conclusion of the Company's AGM in 2025 (or, if earlier, 30 June 2025). The Resolution specifies the maximum number of shares that may be purchased, which represents approximately 10% of the Company's issued share capital as at 22 April 2024, being the latest practicable date before publication of this Notice. The Resolution also specifies the highest and lowest prices at which shares may be purchased by the Company under this authority.

Any shares purchased under this authority will either be treated as cancelled or held as treasury shares. Listed companies, with authorisation from shareholders, may buy and hold their own shares in treasury instead of cancelling them immediately. Shares held as treasury shares can in the future be cancelled, re-sold or used to provide shares for employee share schemes. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

The same authority given at the 2023 AGM was not used and the Directors have no present intention of exercising the authority conferred by Resolution 18. The authority is being sought in order to preserve flexibility and, if Resolution 18 is approved, the authority conferred by it will be used only if the Directors consider it is likely to lead to an increase in earnings per share and are satisfied that it is in the best long-term interests of shareholders.

For information, as at 22 April 2024, being the latest practicable date before publication of this Notice, there were options outstanding over 14,604,670 of the Company's shares representing approximately 2.38% of the issued share capital of the Company. If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of outstanding options could potentially represent 2.97% of the issued share capital of the Company as at 22 April 2024, being the latest practicable date before publication of this Notice.

#### **Resolution 19 – Notice of General Meetings**

The Companies Act 2006, as amended by the Companies (Shareholders' Rights) Regulations 2009, requires the Company to give at least 21 clear days' notice of a General Meeting unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days' notice (Annual General Meetings must continue to be held on at least 21 clear days' notice).

Resolution 19, which is being proposed as a Special Resolution, seeks shareholder approval to preserve the ability of the Company to call General Meetings, other than Annual General Meetings, on at least 14 clear days' notice. If given, this approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. In the event the Company were to call a General Meeting on less than 21 clear days' notice, it will make a means of electronic voting available to all shareholders for that General Meeting.

The flexibility offered by this Resolution will be used where, taking into account the circumstances, the Directors consider it appropriate in relation to the business to be considered at the meeting in question and where it is thought to be to the advantage of shareholders as a whole.



# Important information

## Voting at the AGM

Voting at the AGM on all Resolutions and any other matters, except for procedural matters, will be conducted on a poll. The Directors believe this produces more democratic results, as all shares voted at the Meeting and all proxy votes lodged before the Meeting are included in the results of the voting on a one vote for one share basis. The voting results on all Resolutions will be notified shortly after the Meeting to the London Stock Exchange and posted on the Company's website at [www.mobicogroup.com/agm](http://www.mobicogroup.com/agm).

## Right to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 ('Regulations'), the Company specifies that in order to have the right to attend and vote at the Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the Company's statutory register of members at 6.30pm on Friday, 7 June 2024 or, in the event of any adjournment of the Meeting, 6.30pm on the date which is two days before the date of the adjourned Meeting (excluding any part of a day which is non-working). Changes to entries on the Company's register of members after this time shall be disregarded in determining the right of any person to attend or vote at the Meeting.

**You can vote either:**

**(a) in advance of the Meeting by casting a proxy vote:**

- (i) **electronically via the website of our Registrar, Equiniti, at [www.sharevote.co.uk](http://www.sharevote.co.uk) or through CREST or Proxymity as explained below, in any case by no later than 1.30pm on Friday, 7 June 2024; or**
- (ii) **by completing, signing and returning to our Registrar, Equiniti, the enclosed Form of Proxy so as to arrive by no later than 1.30pm on Friday, 7 June 2024; or**

**(b) at the Meeting by you (or your proxy or corporate representative) attending the Meeting in person and voting.**

## Proxy voting

A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at the AGM. A shareholder may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. A proxy need not be a shareholder of the Company.

If shareholders wish to appoint a proxy, they should complete a Form of Proxy (a personalised Form of Proxy is enclosed with this Notice) and send it to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to be received by not later than 1.30pm on Friday, 7 June 2024 or, in the event of any adjournment of the Meeting, 1.30pm on the date which is two days before the date of the adjourned Meeting (excluding any part of a day which is non-working). Shareholders may also appoint a proxy: (i) online using the service provided by the Company's Registrar, Equiniti, at [www.sharevote.co.uk](http://www.sharevote.co.uk); or (ii) if they are a CREST member, by using the electronic proxy service provided by Euroclear (see further details below); or (iii) by using Proxymity if they have signed up to their service (see further details on page 10). The appointment of a proxy will not prevent a shareholder from attending and voting at the Meeting in person, should they wish to do so.

If a shareholder appoints a proxy (either via the Form of Proxy, online, CREST or Proxymity), the proxy will be entitled to attend the meeting in person and to speak and vote on the shareholder's behalf at the Meeting and at any adjournment of that Meeting. The appointed proxy will use their discretion as to how to vote on any Resolution which the shareholder has not given specific instructions on and on any other business transacted at the Meeting and any adjournment of it.

If you are a shareholder and do not have a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact our Registrar, Equiniti, using one of the methods listed under the "I am a shareholder" section on the following website: <https://www.shareview.co.uk/4/Info/Portfolio/default/en/home/help/Pages/Help.aspx>

## Voting by proxy electronically

To vote by proxy electronically in advance of the Meeting:

- log on to [www.sharevote.co.uk](http://www.sharevote.co.uk) either by visiting this website directly or through Shareview if you are already registered to receive email communications from the Company (see Online communications on page 11); and
- follow the instructions on how to submit your vote. For security identification you will need to input the Voting ID, Task ID and Shareholder Reference Number which you will find on your Form of Proxy.

## Voting by proxy through CREST

If you are a CREST member and want to appoint a proxy using the Euroclear electronic proxy appointment service, you can do so using the procedures described in the CREST manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). If you are a CREST personal member, a CREST sponsored member or a CREST member that has appointed a voting service provider, you should request the sponsor or voting service provider to take the appropriate action on your behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy instruction') must be properly authenticated in accordance with Euroclear's 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 Equiniti Limited (ID RA19) no later than 48 hours before the time at which the Meeting is due to begin (taking no account of any part of a day that is not a working day). 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 our Registrar will be able to retrieve the message by enquiry to CREST in the manner prescribed in the CREST manual. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

Euroclear does not make available special procedures for any particular messages. Normal system timings and limitations therefore apply in relation to the input of CREST proxy instructions. CREST members (or appointee members) are responsible for taking (or arranging for their CREST sponsor or voting service provider to take) any necessary action to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and CREST sponsors or voting service providers are referred to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **Voting by proxy through Proxymity**

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 its Registrar. For further information regarding Proxymity, please visit: [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by not later than 1.30pm on Friday, 7 June 2024 (or, in the event of any adjournment of the Meeting, 1.30pm on the date which is two days before the date of the adjourned Meeting (excluding any part of a day which is non-working)) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's 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.

#### **Voting by corporate representative**

A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Companies Act 2006 (the 'Act'), such representative(s) may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder 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.

#### **Nominated Persons**

A copy of this Notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Act (each a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the shareholder. However, a Nominated Person may have a right under an agreement between them and the shareholder by whom they were nominated to be appointed as a proxy 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 shareholder as to the exercise of voting rights.

#### **Members' rights to ask questions**

All shareholders and their proxies and corporate representatives attending the Meeting have the right to ask questions. To be fair to all shareholders (and their proxies and corporate representatives) who wish to ask a question, you are requested to ask only one question which is relevant to the business of the Meeting. If asking a question, please be prepared, if you are a shareholder, to give your name or, if you are a proxy or corporate representative for a shareholder, to give the name of the shareholder you represent, before asking your question.

The Company must cause to be answered any question which relates to the business of the Meeting but no answer need be given if: (a) to do so would interfere unduly with the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered. Where questions asked are not answered for the good order of the Meeting, the Directors will endeavour to answer such questions by publishing responses on the Company's website: [www.mobicogroup.com/agm](http://www.mobicogroup.com/agm) as soon as is practicable after the Meeting. The Chair of the Meeting may also nominate a Company representative to answer a specific question after the Meeting or may refer the shareholder or proxy or corporate representative to information on the Company's website.

### Right to require website publication of audit concerns

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) 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 AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act, (in each case) that the shareholders propose to raise at the relevant Meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

### Online communications

As a shareholder, you can choose to vote by proxy electronically in advance of the Meeting and to receive communications and documents from the Company electronically. This speeds up our communication with you and helps us to reduce distribution and printing costs. To sign up for this service you will need to access the Company's Registrar's online service – Shareview – and follow the process explained below:

- log onto Shareview at [www.shareview.co.uk](http://www.shareview.co.uk);
- click on 'Register' and follow the instructions – you will need your 11-digit Shareholder Reference Number;
- you will be asked to choose a password and at the end of the registration process your User ID will appear on screen. You should make a note of this and your chosen password. You will not be able to use the service until you have received an Activation Code which will be sent to you in the post to your home address. You will need to enter the Activation Code the first time you log in to Shareview after entering your User ID and password; and
- if you are already registered with Shareview, you do not need to register again but should check that your mailing preference is shown as 'email'.

Please note that the Company takes reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including lodgment of an electronic proxy form, that is found to contain any virus will not be accepted.

You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice (or in any related documents, including the Chair's Letter to Shareholders and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

### Total number of shares and voting rights

As at 22 April 2024 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 614,086,377 ordinary shares of nominal value 5p each. Each ordinary share carries the right to one vote at a General Meeting of the Company. Therefore, the total voting rights in the Company at 22 April 2024 are 614,086,377.

### Sanctions

We note that international financial sanctions regimes may constrain the ability of shareholders subject to such sanctions to exercise the rights attaching to their shares, including rights to vote at the AGM and other general meetings, and to have those votes recognised by the Company. The Company's obligations to take into account the votes of shareholders will at all times remain subject to compliance with applicable law and regulation.

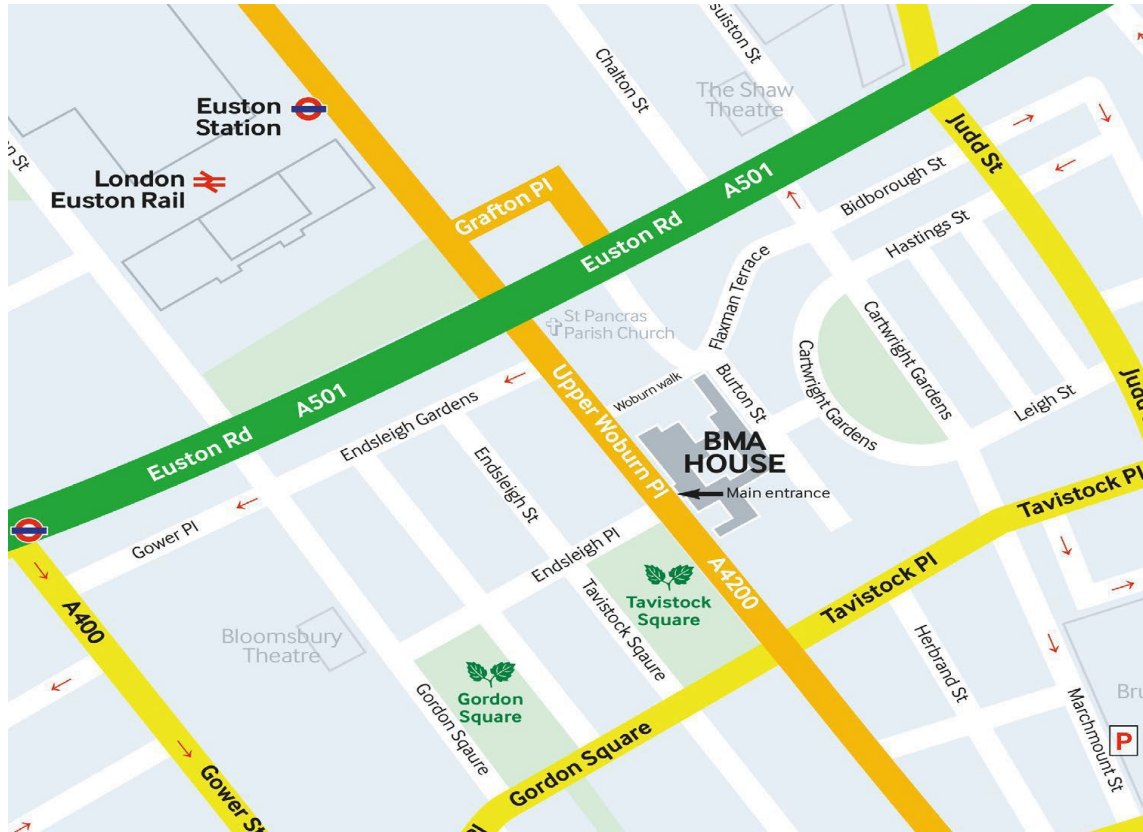
### Documents on display

Copies of the Executive Directors' service agreements, the Chair's and the Non-Executive Directors' letters of appointment and the Company's Articles are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday or public holidays excluded), at a time agreed in advance with the Company Secretary. To arrange an appointment to inspect these documents please email: [Company.Secretarial@mobicogroup.com](mailto:Company.Secretarial@mobicogroup.com).

A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at [www.mobicogroup.com/agm](http://www.mobicogroup.com/agm).

## Location of and practical arrangements for the 2024 AGM

The 2024 Annual General Meeting of Mobico Group PLC will be held at 1.30pm on Tuesday, 11 June 2024 in the Bevan Suite at BMA House, British Medical Association, Tavistock Square, London WC1H 9JP. A map showing the location of the AGM venue and directions to the venue are set out below.



### Directions

BMA House is located at Tavistock Square, London WC1H 9JP near several underground stations and bus stops. If following GPS or satnav, the postcode is WC1H 9JZ.

### By rail

The nearest underground stations are:

- **Euston** (Northern and Victoria lines) distance to BMA House is 0.3 miles. This station does not have step-free access.
- **Russell Square** (Piccadilly line) – distance to BMA House is 0.3 miles. This station does not have step-free access.
- **Euston Square** (Circle, Metropolitan and Hammersmith and City lines) – distance to BMA house 0.4 miles. This station has step-free access and provides lift access between the street and the platform, westbound only.
- **Kings' Cross St Pancras** (Circle, Hammersmith, and City, Northern, Metropolitan and Victoria lines) – distance to BMA House is 0.5 miles. This station has step-free access and provides lift access between the street and the platforms.

The nearest mainline train stations are:

- **Euston** - distance to BMA House is 0.3 miles. Access from Euston Road through the station and to all platforms is step-free. Access to trains is by manual boarding ramp.
- **King's Cross St Pancras** – distance to BMA House is 0.5 miles. This station has step-free access and provides lift access between the street and platforms.

### By bus

The nearest bus stops are right outside the building:

- Bus numbers 59, 68, 91, 168 and 191 stop in front of BMA House.

### Wheelchair user access and assistance dogs

The Bevan Suite is on the 3<sup>rd</sup> floor at BMA House and is accessible to wheelchair users via lift and platform lift. Assistance dogs are also welcome at the venue.

### Medical emergencies

In the event of a medical emergency, please approach a member of security at the venue or any member of the venue's staff for assistance.

### Hearing impairments

An induction loop system, which can be linked to visitors' hearing aids, will be operated in the Bevan Suite at BMA House.

### Toilets

Public toilets are available at the venue. Accessible toilets are also available on each floor, including the ground floor near reception and on the 3<sup>rd</sup> floor where the Bevan Suite is located.

### Safety and security

For security reasons and to speed up admission, please do not bring suitcases, large bags, cameras, laptop computers or tape recorders to the AGM venue. If you do, you may be asked to deposit them in the cloakroom for collection after the Meeting.

Please note that those attending the AGM will not be permitted to hand out leaflets or pamphlets in the venue or to take photographs or video or audio recordings of the AGM proceedings.

Please also note that, in accordance with the Company's Articles of Association, the Meeting Chair or persons authorised on their behalf may make such other arrangements for the security of the Meeting as they think fit.