

# Journeo plc

## Connected systems for connected journeys

*Directors:*

Mark Elliott (*Non-Executive Chairman*)  
Russ Singleton (*Chief Executive*)  
Nick Lowe (*Chief Financial Officer*)  
James Cumming (*Non-Executive Director*)  
Barnaby Kent (*Non-Executive Director*)

*Registered office:*

12 Charter Point Way  
Ashby-de-la-Zouch  
LE65 1NF

28 March 2023

*Dear shareholder,*

### Notice of Annual General Meeting

#### Notice of Annual General Meeting

I am writing to invite you to join us at this year's Annual General Meeting of the Company at the office of our broker, Genkos Securities plc, 6 7 8 Tokenhouse Yard, London EC2R 7AS at 11.00 a.m. on 27 April 2023. The formal Notice of the Annual General Meeting and resolutions to be proposed along with the Company's Annual Report and Financial Statements for the financial year ended 31 December 2022 have been posted on our website – [journeo.com](http://journeo.com).

#### Resolution number 1 – the Company's accounts

Shareholders are being asked to approve and adopt the Company's accounts (including the Directors' Remuneration Report) for the financial year ended 31 December 2022, together with the reports of the Directors and Auditor thereon (the '2022 Annual Report').

#### Resolution number 2 – re-election of Russ Singleton

In accordance with the Company's Articles of Association, Russ Singleton is offering himself for re-election. The skills and experience he brings to the Board are outlined on page 36 of the 2022 Annual Report.

#### Resolution number 3 – re-election of Nick Lowe

In accordance with the Company's Articles of Association, Nick Lowe is offering himself for re-election. The skills and experience he brings to the Board are outlined on page 36 of the 2022 Annual Report.

#### Resolution number 4 – election of Barnaby Kent

Barnaby Kent is subject to election by shareholders at the first Annual General Meeting following appointment by the Nomination Committee, as a Director of the Company. The skills and experience he brings to the Board are outlined on page 36 of the 2022 Annual Report.

#### Resolution numbers 5 and 6 – re-appointment of the Auditor and fixing of Auditor's remuneration

Resolution 5 seeks to re-appoint Cooper Parry Group Limited as the Company's Auditor to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid, while resolution 6 authorises the Directors to fix the Auditor's remuneration.

#### Resolution number 7

Resolution 7 will propose to grant the Directors authority pursuant to Section 551 of the Companies Act 2006 (the '2006 Act') to allot New Ordinary Shares up to a nominal value of £347,864, representing approximately 33 per cent. of the issued ordinary share capital.

## **Resolution number 8 – notice of general meetings**

Resolution 8 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice. The minimum notice period permitted by the 2006 Act for general meetings (other than Annual General Meetings) is 14 clear days.

The Companies (Shareholders' Rights) Regulations 2009, which came into force in 2009, increased the minimum notice period for general meetings of listed companies to 21 clear days, but enabled companies to reduce this period back to 14 clear days (other than for Annual General Meetings) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website.

The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days.

The Board is confident that electronic means of voting are or can be made available to all the Company's registered shareholders. It is, therefore, proposing resolution 8 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than Annual General Meetings. The approval will be effective until the end of the Company's next Annual General Meeting, when it is intended that the approval be renewed. The shorter notice period would not be used as a matter of course for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

## **Action to be taken**

For this Annual General Meeting, you will not receive a form of proxy in the post. Instead, you will find instructions in the 'notes' to Notice of Annual General Meeting to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. You may request a paper form of proxy from our Registrar, Link Group. Proxy votes should be submitted as early as possible and in any event by no later than 11.00 a.m. on 25 April 2023 being 48 hours before the time appointed for the holding of the Annual General Meeting. Alternatively you can register your proxy vote electronically if you are a CREST member by using the service provided by Euroclear. Further details are given in the 'notes' to the Notice of the Annual General Meeting.

## **Recommendation**

Your Directors believe that all the proposed resolutions to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of them.

Yours faithfully,

**Mark Elliott**

*Chairman*