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## Notice of Annual General Meeting for the year ended 31 December 2023

# Journeo plc

(the 'Company')

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the office of our broker, Cavendish Capital Markets Limited, 1 Bartholomew Close, London EC1A 7BL at 10.30 a.m. on 24 April 2024 for the purpose of considering and, if thought fit, passing the following resolutions. It is intended to propose resolution 11 as a special resolution. All other resolutions will be proposed as ordinary resolutions.

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 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 10.30 a.m. on 22 April 2024 being 48 hours before the time appointed for the holding of the Annual General Meeting.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in the Company, please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

## Notice of Annual General Meeting

To consider and, if thought fit, to pass the following resolutions:

### Ordinary resolutions

1. To receive the Company's annual accounts for the financial year ended 31 December 2023, together with the reports of the Directors and Auditor thereon.
2. To re-appoint Russ Singleton, whose biographical details are set out on page 34 of the Company's Annual Report for 2023 as a Director of the Company.
3. To re-appoint Nick Lowe, whose biographical details are set out on page 34 of the Company's Annual Report for 2023 as a Director of the Company.
4. To re-appoint Mark Elliott, whose biographical details are set out on page 34 of the Company's Annual Report for 2023 as a Director of the Company.
5. To re-appoint James Cumming, whose biographical details are set out on page 34 of the Company's Annual Report for 2023 as a Director of the Company.
6. To re-appoint Barnaby Kent, whose biographical details are set out on page 34 of the Company's Annual Report for 2023 as a Director of the Company.
7. To approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) as set out in the Company's Annual Report and Accounts for the financial year ended 31 December 2023.
8. To re-appoint Cooper Parry Group Limited as the Auditor of the Company.
9. To authorise the Directors to set the remuneration of the Auditor.
10. That the Directors shall have general and unconditional authority for the purpose of Section 551 of the Companies Act 2006 (the '2006 Act') 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 up to a maximum nominal amount of £353,378 (being approximately 33 per cent. of the present nominal issued share capital of the Company) provided that such authority shall expire on the next Annual General Meeting of the Company to be held in 2025 or 21 July 2025, whichever is the earlier, unless previously renewed, varied or revoked by the Company in General Meeting and the Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement, which would or might require such shares to be allotted or rights to subscribe for or to convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 551 of the 2006 Act.

### Special resolution

11. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By order of the Board

### Nick Lowe

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

26 March 2024

## Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the Annual General 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 register of members of the Company at close of business on 22 April 2024 or, in the event of any adjournment, at the date and time which is not more than 48 hours before the day of the adjourned meeting. For the purposes of this calculation any part of a day that is a non-working day is excluded. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. Shareholders are recommended to vote their shares electronically at [www.signalshares.com](http://www.signalshares.com). On the home page, search 'Journeo plc' and then register or log in, using your Investor Code. To vote at the AGM, click on the 'Vote Online Now' button. Electronic votes and proxy votes should be submitted as early as possible and, in any event, to be received by no later than 10.30 a.m. on 22 April 2024. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL) so as to have been received by the Company's Registrars by not later than 10.30 a.m. on 22 April 2024 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). You are entitled to request a hard copy form of proxy directly from the Registrar, Link Group. If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL) so as to have been received by the Company's Registrars by not later than 10.30 a.m. on 22 April 2024 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST Manual. 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 that appropriate action on their behalf.  
  
In order for a proxy appointment, or instruction, 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 Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 this Notice of Annual General 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.  
  
CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is therefore 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
4. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.
5. Proximity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 10.30 a.m. on 22 April 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
6. 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 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. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.
7. Unless otherwise indicated on the Form of Proxy, CREST voting, Proximity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. Copies of Executive Directors' service agreements and copies of the terms and conditions of appointment of Non-Executive Directors are available for inspection at the Company's registered office from the date of this Notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting for at least 15 minutes prior to the meeting as well as during the meeting.
10. As at 25 March 2024 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 16,474,491 Ordinary Shares of 6.5p each, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 16,474,491.
11. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice of Annual General Meeting (or in any related documents including the Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

## **Explanatory notes of certain business**

### **Resolution 11**

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to at least 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days (Annual General Meetings will continue to be held on at least 21 clear days' notice).

Until the coming into force of the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009, the Company was able to call general meetings other than an Annual General Meeting on at least 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, resolution 11 seeks the necessary shareholder approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

### **Recommendation**

Your Directors believe that all the proposed resolutions to be considered at the Annual General Meeting as set out in this document 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 as they intend to do in respect of their own beneficial holdings amounting in aggregate to 677,604 Ordinary Shares, representing approximately 4.1% of the current issued share capital of the Company at the date of this document.