



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.

Northcoders Group PLC

(Incorporated in England & Wales with registered number 13378742)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

Notice of the 2025 Annual General Meeting of Northcoders Group PLC, to be held at Bloc, 17 Marble St, Manchester M2 3AW on Thursday 26 June 2025 at 1:00 p.m., is set out on pages 4 to 9 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 1:00 p.m. on 24 June 2025.

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:
Bloc,
17 Marble Street,
Manchester,
M2 3AW

16 May 2025

Notice of Annual General Meeting of Northcoders Group plc

Dear Shareholder

I am pleased to be writing to you with details of the 2025 Annual General Meeting (AGM) of Northcoders Group PLC (Company), which will be held at Bloc, 17 Marble Street, Manchester, M2 3AW on Thursday 26 June 2025 at 1:00 p.m.

The formal notice of the AGM is set out on pages 4 to 9 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 pages 10 to 11.

A copy of the Annual Report and Accounts of the Company for the period ended 31 December 2024 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 charlotte@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 and indicate on the proxy form how you wish to vote on each resolution, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote on any resolutions, she currently intends to vote in favour of each of the resolutions.

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 1:00 p.m. on 24 June 2025. 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 accompanying 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 charlotte@northcoders.com

AGM results

The results of the AGM will be published on the Company's website at 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 Bloc, 17 Marble Street, Manchester, M2 3AW on Thursday 26 June 2025 at 1:00 p.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 resolutions 11 and 12 will be proposed as special resolutions.

Explanatory Notes explaining each proposed resolution are set out in the Appendix on pages 10 to 11.

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 2024. |
| 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 2024. |
| 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 Gerald Edelman 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 £26,704.90, 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. |

Notice of Annual General Meeting continued

Special resolutions

- Resolution 11:** THAT, if Resolution 10 is passed, the Board be authorised to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited to:
- (a) 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); and
 - (b) the allotment of equity securities and/or sale of treasury shares (otherwise than pursuant to the power referred to in sub-paragraph (a) above) of up to an aggregate nominal value equal to £12,017.20,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, the date which is 15 months from the date of passing of this resolution) 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 12:** THAT, if Resolution 10 above is passed, the Board be authorised in addition to any authority granted under Resolution 11 to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £8,005.73 and 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 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, such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, the date which is 15 months from the date of passing of this resolution) 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.

By order of the Board

Bloc
17 Marble Street
Manchester
United Kingdom
M2 3AW

16 May 2025

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 1:00 p.m. on 24 June 2025 (or if this meeting is adjourned, 48 hours, excluding any part of a day which is not a working day, 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 1:00 p.m. on 24 June 2025 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 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 1:00 p.m. on 24 June 2025 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). 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 & International 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 1:00 p.m. on 24 June 2025, 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.

Notes continued

Appointment of proxies through CREST continued

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 1:00 p.m. on 24 June 2025 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.

Voting rights

20. As at 15 May 2025 (being the latest practicable date before publication of this notice), the Company's issued share capital consisted of 8,011,469 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 15 May 2025 was 8,011,469. The Company currently has no shares in treasury.

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. Resolutions 11 and 12 are proposed as special resolutions. The proposed special resolutions 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 2024. The Company's Annual Report and Accounts is available to view on the Company's website at 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 2024 to an advisory vote. The Directors' remuneration report for which approval is sought can be found on pages 25 to 27 of the 2024 Annual Report and Accounts. In accordance with the remuneration reporting rules, the vote on Resolution 2 is an advisory vote and therefore does not affect the way in which the remuneration arrangements have been implemented.

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 the Company's website at www.northcodersgroup.com.

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.

At the Company's 2024 AGM Haysmacintyre LLP were re-appointed as the auditors of the Company. Following subsequent discussions between Haysmacintyre LLP and the Board, and by mutual consent, Haysmacintyre LLP resigned as auditors of the Company with effect from 22 August 2024 and the Board appointed Gerald Edelman LLP to fill the casual vacancy thereby created for the duration of the financial year ending 31 December 2024.

On the recommendation of the audit and risk committee, the Directors are proposing to shareholders the re-appointment of Gerald Edelman LLP as auditors of the Company for the financial year ending 31 December 2025. This resolution therefore proposes the reappointment of Gerald Edelman 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, provided that this authority shall expire (unless previously revoked, varied or extended) 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.

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 £26,704.90 (representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 15 May 2025 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 this authority provides, so as to enable the Directors to respond to any appropriate opportunities that may arise.

SPECIAL RESOLUTIONS

Resolutions 11 and 12: Authority to allot ordinary shares for cash on a non-pre-emptive basis

Under section 561 of the Act, save in certain limited circumstances, if the Directors wish to allot any ordinary shares for cash they must in the first instance offer them to existing ordinary shareholders in proportion to their ordinary shareholding. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing ordinary shareholders.

The Directors are seeking authority to disapply pre-emption rights in two separate special resolutions.

Resolution 11 authorises the Directors to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings in certain circumstances. The relevant circumstances are where the allotment takes place (a) 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 or (b) 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 15 May 2025 being the last practicable date before the publication of this notice).

Resolution 12 seeks additional authority for the Directors to allot shares (or sell treasury shares) for cash without first offering them to existing shareholders in proportion to their existing shareholdings up to a maximum nominal amount of £8,011.47 (representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 15 May 2025 being the last practicable date before the publication of this notice) in connection with an acquisition or specified capital investment in line with the Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights.

The Directors have no present intention of exercising either of the authorities granted by Resolutions 11 or 12 but they consider their grants to be appropriate in order to preserve maximum flexibility in the future. 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.