

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 financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Norman Broadbent Plc, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

NORMAN BROADBENT PLC

Registered in England and Wales with Company Number 00318267

NOTICE OF ANNUAL GENERAL MEETING

CONTENTS

EXPECTED TIMETABLE.....	1
DEFINITIONS.....	2
LETTER FROM THE CHAIR.....	3
NOTICE OF ANNUAL GENERAL MEETING.....	5
REGISTRAR'S NOTES TO THE NOTICE OF AGM	10
EXPLANATORY NOTES.....	14

EXPECTED TIMETABLE

Date of AGM Notice and announcement of publication of report and accounts and posting the AGM Notice released	22 April 2025
Latest time and date for receipt of forms of proxy, CREST and proxy instructions and electronic registration of proxy appointments	10.30 a.m. on 20 May 2025
Voting Record Date for entitlement to vote at the Annual General Meeting	6.00 p.m. on 20 May 2025
Annual General Meeting	10.30 a.m. on 22 May 2025
Announcement of results of the Annual General Meeting	22 May 2025
SHARE CONSOLIDATION	
Last day to trade in Existing Ordinary Shares and Share Consolidation Record Date	6:00 p.m. on 22 May 2025
Expected date of Admission and first day of dealings in the New Ordinary Shares on AIM	8.00 a.m. on 23 May 2025
CREST accounts credited with New Ordinary Shares (uncertificated Shareholders only)	23 May 2025
Expected date of dispatch of share certificates in respect of any New Ordinary Shares held in certificated form	within 10 Business Days of Admission

DEFINITIONS

The following definitions apply throughout this document (and the hard copy form of proxy where requested):

Admission	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
AGM	Annual General Meeting
AGM Notice	the notice convening the Annual General Meeting
AIM	the market operated by the London Stock Exchange
AIM Rules	the rules applicable to AIM companies, as published by the London Stock Exchange from time to time
CA 2006	the Companies Act 2006
Company	Norman Broadbent Plc
Deferred Shares	deferred shares of 0.4 pence each in the Company
Directors	the board of directors of the Company (or a duly constituted committee thereof)
Employee Share Plans	the Company's share incentive plans
Equity Securities	shall have the meaning given in section 560 of CA 2006
Existing Ordinary Shares	ordinary shares of one pence each in the capital of the Company
Intermediate Shares	intermediate shares of 70 pence each in the capital of the Company
New Ordinary Shares	ordinary shares of five pence each in the capital of the Company
Ordinary Shares	ordinary shares in the capital of the Company
Proxy Vote Closing Time	10:30 a.m. on 20 May 2025 (or such other time and date as the Directors may determine)
Share Consolidation and Sub-Division	the proposed consolidation of the Company's ordinary share capital resulting in every 70 Existing Ordinary Shares being consolidated and sub-divided into two New Ordinary Shares and 150 Deferred Shares
Share Consolidation Record Date	6.00 p.m. (BST) on 22 May 2025 (or such other time and date as the Directors may determine)
Shareholders	a holder of Existing Ordinary Shares
Voting Record Date	6:00 p.m. (BST) on 20 May 2025 (or such other time and date as the Directors may determine)

LETTER FROM THE CHAIR

Registered Office:
68 King William Street
London
England
EC4N 7HR

22 April 2025

Dear Shareholder

Annual General Meeting 2025

The Board is pleased to confirm that the Annual General Meeting of Norman Broadbent Plc will take place at 10:30 a.m. on Thursday 22 May 2025 at the offices of One Advisory Limited, Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT. The AGM Notice is set out at the end of this letter.

Results Roadshows

The Company presented its 2024 results on the Investor Meet Company platform on 2 April 2025 as part of its results roadshow to enable all shareholders to access the roadshow. Shareholders can sign up to the Investor Meet Company platform to access recordings of past meetings and follow the Company for future presentations (www.investormeetcompany.com).

Resolutions

The resolutions to be put to shareholders at the AGM are set out in the AGM Notice which is set out on page 5 of this document. An explanation of each of the resolutions is set out at the end of this document.

Voting

Shareholders are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Please refer to the "Registrar's Notes" section of the AGM Notice for details on how to vote by proxy. Appointment of a proxy does not preclude shareholders from attending the AGM should they wish to do so.

Voting at the AGM will be conducted on a poll in accordance with best practice.

Share Consolidation and Sub-Division

The Directors believe that it would benefit the Company and shareholders to reduce the number of ordinary shares in issue through a Share Consolidation and Sub-Division.

The Company's issued ordinary share capital currently comprises 66,902,286 Existing Ordinary Shares of one pence each. The Directors consider that this number of Existing Ordinary Shares is excessive for a company of Norman Broadbent's size and market capitalisation. Further, the Directors consider it desirable that the spread between the Company's middle market share price and the nominal value of a share be greater than is presently the case, to seek to maintain future capital flexibility.

Under the proposed Share Consolidation and Sub-Division, every 70 Existing Ordinary Shares would be consolidated into one Intermediate Share with a nominal value of 70 pence. Each Intermediate Share would then be sub-divided and re-classified into two New Ordinary Shares with a nominal value of five pence each and 150 Deferred Shares of 0.4 pence nominal value.

Upon implementation of the Share Consolidation and Sub-Division, shareholders on the Company's register of members at the Share Consolidation Record Date, will exchange every 70 Existing Ordinary Shares they hold for two New Ordinary Shares of five pence each and 150 Deferred Shares of 0.4 pence nominal value.

To effect the Share Consolidation and Sub-Division, it will be necessary to issue such minimum number of additional Existing Ordinary Shares so that the aggregate nominal value of the ordinary share capital of the Company is exactly divisible by 70. It is therefore proposed that, in order to facilitate the Share Consolidation, up to 69 additional Existing Ordinary Shares will be issued so that, immediately prior to the consolidation, the Company's issued share capital will be exactly divisible by 70. Those additional Existing Ordinary Shares will be issued at market value immediately following the AGM (assuming that resolution 12 as set out in the AGM Notice, being the resolution to approve the Share Consolidation and Sub-Division, is passed at the AGM) and will be sold to the market along with the aggregation of any fractional entitlements at the best price reasonably obtainable for the benefit of the Company, with proceeds being retained by the Company for its use.

The Share Consolidation and Sub-Division will result in an adjustment to the number of the Company's existing options under its Employee Share Plans. Following the Share Consolidation and Sub-Division, the number of shares subject to any outstanding option held under the Company's Employee Share Plans will decrease broadly to 1/35th of their number prior to the Share Consolidation whilst the price payable (if any) for the exercise of each option will increase broadly by a multiple of 35. There are no warrants or other rights over the Ordinary Shares of the Company.

The rights and restrictions attaching to the New Ordinary Shares will be identical in all respects (save as to nominal value) to those of the Existing Ordinary Shares. The rights and restrictions attaching to the new Deferred Shares resulting from the Share Consolidation will be identical in all respects to those of the existing Deferred Shares of 0.4 pence each.

The Share Consolidation and Sub-Division is conditional, *inter alia*, upon admission of the New Ordinary Shares to trading on AIM becoming effective. It is expected that such Admission will become effective at 8:00 a.m. (BST) on 23 May 2025 whereupon the Share Consolidation and Sub-Division will be effective.

The Company's current ISIN is GB00B3VF4Y66 and current SEDOL is B3VF4Y6. The Company's proposed new ISIN and SEDOL following the share consolidation and sub-division will be announced in due course.

Further information can be found in the explanatory notes set out at the end of this document.

Recommendation

The Board considers all of the resolutions set out in the AGM Notice to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own shareholdings amounting to 5,078,097 Ordinary Shares representing approximately 7.59 per cent. of the Company's issued share capital.

We look forward to welcoming shareholders to the AGM.

Yours faithfully

Peter Searle
Chair

NORMAN BROADBENT PLC

NOTICE OF ANNUAL GENERAL MEETING

2025

Notice is hereby given that the Annual General Meeting of Norman Broadbent Plc will be held at the offices of One Advisory Limited, Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT on 22 May 2025 at 10:30 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 13 will be proposed as special resolutions.

Definitions

Admission	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
AGM	Annual General Meeting
AGM Notice	the notice convening the Annual General Meeting
AIM	the market operated by the London Stock Exchange
AIM Rules	the rules applicable to AIM companies, as published by the London Stock Exchange from time to time
CA 2006	the Companies Act 2006
Company	Norman Broadbent Plc
Deferred Shares	deferred shares of 0.4 pence each in the Company
Directors	the board of directors of the Company (or a duly constituted committee thereof)
Employee Share Plans	the Company's share incentive plans
Equity Securities	shall have the meaning given in section 560 of CA 2006
Existing Ordinary Shares	ordinary shares of one pence each in the capital of the Company
Form of Proxy	hard copy form to provide proxy instructions where requested
Intermediate Shares	intermediate shares of 70 pence each in the capital of the Company
New Ordinary Shares	ordinary shares of five pence each in the capital of the Company
Ordinary Shares	ordinary shares in the capital of the Company
Proxy Vote Closing Time	10:30 a.m. on 20 May 2025 (or such other time and date as the Directors may determine)
Share Consolidation and Sub-Division	the proposed consolidation of the Company's ordinary share capital resulting in every 70 Existing Ordinary Shares being consolidated and sub-divided into two New Ordinary Shares and 150 Deferred Shares
Share Consolidation Record Date	6:00 p.m. (BST) on 22 May 2025 (or such other time and date as the Directors may determine)
Shareholders	a holder of Existing Ordinary Shares
Voting Record Date	6:00 p.m. (BST) on 20 May 2025 (or such other time and date as the Directors may determine)

ORDINARY RESOLUTIONS

Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2024 together with the Directors' reports and auditor's report on those accounts.

Directors

2. To re-elect Peter Searle as a director of the Company.
3. To re-elect Kevin Davidson as a director of the Company.
4. To re-elect Mehr Malik as a director of the Company.
5. To re-elect Jonathan Kempster as a director of the Company.
6. To re-elect Devyani Vaishampayan as a director of the Company.

Auditor

7. To re-appoint Kreston Reeves LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
8. To authorise the Directors to determine the fees payable to the auditor.

Share Authorities

9. THAT, in accordance with section 551 of CA 2006, the Directors be generally and unconditionally authorised to allot Equity Securities:

- 9.1. up to an aggregate nominal amount of £446,015.24 (or £63,716.47 in the event that resolution 12 set out below is passed and becomes effective) (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant the authority in paragraph 9.2 below) in connection with a fully pre-emptive offer:

- A. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- B. to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 9.2. in any other case, up to an aggregate nominal amount of £223,007.62 (or £31,858.23 in the event that resolution 12 set out below is passed and becomes effective) (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph 9.1 above in excess of £223,007.62 (or £31,858.23)),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company (or if earlier, the date which is 15 months from the date of the passing of the resolution) save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors under section 551 of CA 2006, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

10. THAT, subject to the passing of resolution 9 (*Authority to Allot*), the Directors be authorised to allot Equity Securities for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

10.1. the allotment of Equity Securities in connection with an offer of Equity Securities (but, in the case of the authority granted under paragraph 9.1 by way of a fully pre-emptive offer only):

- A. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- B. to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

10.2. the allotment of Equity Securities or sale of treasury shares (otherwise than pursuant to paragraph 10.1 of this resolution) to any person up to an aggregate nominal amount of £66,902.29 (or £9,557.47 in the event that resolution 12 set out below is passed and becomes effective); and

10.3. the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 10.1 or paragraph 10.2 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 10.2 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

11. THAT, subject to the passing of resolution 9, the Directors be authorised in addition to any authority granted under resolution 10, to allot Equity Securities for cash under the authority conferred by resolution 9 and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:

11.1. limited to the allotment of Equity Securities or sale of treasury shares up to an aggregate nominal amount of £66,902.29 (or £9,557.47 in the event that resolution 12 set out below is passed and becomes effective) such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 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 this notice; and

11.2. limited to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 11.1 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 11.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the 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 Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Share Consolidation and Sub-Division

12. That, subject to and conditional on the admission of the New Ordinary Shares (as defined in this resolution 12) to trading on AIM, a market operated by London Stock Exchange plc, becoming effective at 8.00 a.m. on 23 May 2025 (or such later time and / or date as the Directors may in their absolute discretion determine):

(A) every 70 Existing Ordinary Shares of one pence each in the capital of the Company in issue as at 6.00 p.m. on 22 May 2025 be consolidated into one Intermediate Share of 70 pence each in the capital of the Company, provided that where such consolidation results in any member being otherwise entitled to a fraction of an Intermediate Share such fraction shall be consolidated with any fractions of an Intermediate Share to which the other members would also otherwise be entitled; and

(B) each Intermediate Share resulting from paragraph (A) of this resolution be sub-divided and reclassified into:

- (i) two New Ordinary Shares of five pence each in the capital of the Company, such New Ordinary Shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares, as set out in the articles of association of the Company; and
- (ii) 150 Deferred Shares of 0.4 pence each in the capital of the Company, having the same rights and being subject to the same restrictions as the existing Deferred Shares, as set out in the articles of association of the Company,

provided further that, notwithstanding the provisions of article 51 of the articles of association of the Company:

- (a) the Directors be authorised to sell (or to appoint any other person to sell), on behalf of the relevant members, any New Ordinary Shares resulting from the sub-division and reclassification of any Intermediate Shares representing fractions at the best price reasonably obtainable, with the proceeds of sale (net of expenses) being retained by the Company for its use, and that any Director (or any person appointed by the Directors) be authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and to do all acts and things the Directors consider necessary or desirable to effect the transfer of such shares; and
- (b) any Deferred Shares of 0.4 pence each in the capital of the Company resulting from the sub-division and reclassification of any Intermediate Shares representing fractions shall, immediately upon their creation, vest in and be registered in the name of such person or persons as shall be nominated by the Directors.

Share Buybacks

13. That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the CA 2006 to make one or more market purchases (within the meaning of section 693(4) of the CA 2006) on the London Stock Exchange of Ordinary Shares provided that:

13.1. the maximum aggregate number of Ordinary Shares authorised to be purchased is 6,690,228 (or 191,149 New Ordinary Shares if resolution 12 set out above is passed and becomes effective) (being approximately 10 per cent. of the Company's issued ordinary share capital);

13.2. the minimum price (excluding expenses) which may be paid for such Ordinary Shares is one pence per share (or five pence per share if resolution 12 set out above is passed and becomes effective), being the nominal amount thereof;

13.3. the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of:

- A. 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased; and
- B. the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;

13.4. unless previously renewed, varied or revoked, the authority conferred shall expire on the earlier of the date which is 15 months from the date of the resolution being passed and the conclusion of the Company's next annual general meeting save that the Company may before the expiry of the authority granted hereby, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority.

BY ORDER OF THE BOARD

ONE Advisory Limited

One Advisory Limited
Company Secretary

22 April 2025

68 King William Street
London
England
EC4N 7HR

REGISTRAR'S NOTES TO THE NOTICE OF AGM

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members at 6:00 p.m. (London time) on 20 May 2025 or, if the meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the meeting.
2. Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
3. The total of the votes cast by shareholders for or against or withheld on each resolution will be announced via a Regulatory Information Service and published on the Company's investor website, <https://www.normanbroadbent.com/>, after the AGM.

Proxy Voting – General

4. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
7. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

9. To be valid proxy votes must be received by 10:30 a.m. on 20 May 2025, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (**Proxy Vote Closing Time**).
10. You will not receive a hard copy form of proxy with this document. Instead, Shareholders can vote electronically via www.signalshares.com or by using MUFG Corporate Markets' shareholder app: VOTE+. It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. It's free and is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



Google Play



11. If you prefer a hard copy form of proxy, you may request this directly from the Company's Registrar, MUFG Corporate Markets, at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300. 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. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Hard copy forms of proxy must be completed in accordance with the instructions printed on them and returned to the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time.
12. To be valid any proxy form or other instrument appointing a proxy must be received:
 - in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 15 to 18 below; and no later than the Proxy Vote Closing Time; or
 - 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 the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by the Proxy Vote Closing Time. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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 Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
14. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
15. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
16. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
17. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.

18. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 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 system providers are referred, in particular, 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.

Proxy Voting – Changes and Revocations

19. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing 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 MUFG Corporate Markets using the details noted in Note 11 above. 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.
20. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL in the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by MUFG Corporate Markets no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 7 above, your proxy appointment will remain valid.

Corporate Representatives

21. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
22. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

23. As at the close of business on the day immediately before the date of this notice of annual general meeting, the Company's issued share capital comprised 66,902,286 Ordinary Shares of nominal value one pence each, 907,118,360 Deferred Shares of 0.4 pence each, 23,342,400 Deferred A Shares of four pence each, 1,043,566 Deferred B Shares of 42 pence each and 2,504,610 Deferred C Shares of 29 pence each. None of the Deferred Shares carry any right to attend or vote at the annual general meeting. No shares are held in treasury. 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 close of business, on the day immediately before the date of this notice of annual general meeting are 66,902,286.

Personal Data

24. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at <https://www.normanbroadbent.com/>.

EXPLANATORY NOTES

Resolutions 1-9 are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolutions 10-13 are special resolutions and require at least 75% of votes cast to be in favour in order to be passed.

Resolution 1 – Report and Accounts (Ordinary Resolution)

Section 437 of CA 2006 requires the Directors to lay copies of the Company's annual accounts and reports for the financial year ended 31 December 2024 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

Resolutions 2 to 6 – Directors (Ordinary Resolutions)

In accordance with best practice, all the Directors are retiring at the AGM and, being willing, put themselves forward for re-election by shareholders.

Biographical details of all Directors can be found in the Annual Report and on the Company's website at <https://www.normanbroadbent.com/team/>.

Resolutions 7 and 8 – Auditor (Ordinary Resolutions)

On the recommendation of the Audit Committee, the Board proposes as resolution 7 that Kreston Reeves LLP be re-appointed as auditor of the Company. Resolution 8 proposes that the Board be authorised to determine the level of the auditor's remuneration.

Resolution 9 – Authority to Allot (Ordinary Resolution)

This resolution deals with the Directors' authority to allot securities in accordance with section 551 of the Companies Act 2006 and complies with the Investment Association Share Capital Management Guidelines issued in February 2023.

If passed, the resolution will authorise the Directors to allot:

- (i) Equity Securities up to a maximum nominal amount of £446,015.24 (or £63,716.47 in the event that resolution 12 set out in this notice of annual general meeting is passed and becomes effective) which represents (or will represent) approximately two thirds of the Company's issued Ordinary Shares (excluding treasury shares) as at (and as anticipated at) 17 April 2025 (being the latest practicable date prior to publication of this document) (ISC) in relation to a pre-emptive offer, with authority for the Directors to deal pragmatically with legal, regulatory and logistical issues arising from a fully pre-emptive offer (e.g. fractions of shares and overseas securities laws). This maximum is reduced by the nominal amount of any Equity Securities allotted under the authority set out in paragraph 9.2 of the resolution; and
- (ii) Equity Securities up to a maximum nominal amount of £223,007.62 (or £31,858.23 in the event that resolution 12 set out in this notice of annual general meeting is passed and becomes effective) otherwise which represents (or will represent) approximately one third of the Company's ISC. This amount will be reduced to the extent that Equity Securities allotted pursuant to paragraph 9.1 exceed £223,007.62 in nominal value (or £31,858.23).

The maximum nominal value of securities which may be allotted under this resolution is therefore £446,015.24 (or £63,716.47 if resolution 12 is passed and becomes effective).

The authority granted by this resolution will expire on the earlier of the conclusion of next year's annual general meeting and the date which is 15 months after the resolution is passed.

Resolutions 10 and 11 – Disapplication of Statutory Pre-Emption Rights (Special Resolutions)

Under CA 2006, the Directors require shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory requirements of section 561 CA 2006. Resolutions 10 and 11 will, if passed, give the Directors this authority within the specified limitations. Resolution 10 provides a general authority and resolution 11 is in respect of allotments to finance acquisitions and capital investments.

These resolutions are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (**Investor Guidelines**). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group's Statement of Principles 2022 and the Directors consider it appropriate for the Company to seek those enhanced approvals to maximise its ability to act swiftly in the interests of shareholders should a need or opportunity arise.

Put simply, the Directors will, if the resolutions are passed, have authority to freely allot up to 10% of the ISC for cash, with additional allotments for cash permitted only for:

- offers which are essentially pre-emptive but enable the Directors to make pragmatic decisions to deal with logistical and regulatory issues in connection with the offer (up to two thirds ISC in total);
- financing specified investments and acquisitions in line with the Investor Guidelines (up to 10% ISC); and
- specified follow-on offers in line with the Investor Guidelines (up to 20% of the nominal value of shares allotted under the original offer process (maximum 2% of the ISC)).

The authorities set out in these Resolutions will expire on the conclusion of next year's annual general meeting or, if earlier, on the date which is 15 months after the date the resolution is passed.

Resolution 12 - Share Consolidation and Sub-Division (Special Resolution)

As at the latest practicable date prior to publication of this document, the issued share capital of the Company comprised (i) 66,902,286 Ordinary Shares of one pence each in the capital of the Company, (ii) 907,118,360 Deferred Shares of 0.4 pence each in the capital of the Company, (iii) 23,342,400 Deferred A Shares of four pence each in the capital of the Company, (iv) 1,043,566 Deferred B Shares of 42 pence each in the capital of the Company and (v) 2,504,610 Deferred C Shares of 29 pence each in the capital of the Company. The middle market share price (on AIM) of an ordinary share as at the latest practicable date prior to the publication of this document was 2.6 pence, implying a market capitalisation of the Company of approximately £1,739,459.44. The Directors consider that this number of Existing Ordinary Shares is excessive for a Company of Norman Broadbent's market capitalisation. Further the Directors consider it desirable that the spread between the middle market share price and the nominal value of a share be greater than is presently the case, to seek to maintain future capital flexibility.

Resolution 12 seeks to address both these points by consolidating the ordinary share capital and by converting part of the nominal capital of the Company into deferred share capital. The proposed consolidation is on a 70 for 1 basis - meaning that for every 70 Existing Ordinary Shares of one pence each in the capital of the Company held, a shareholder will receive two New Ordinary Shares of five pence. The conversion of part of the nominal capital of the Company into deferred share capital is proposed to be achieved by converting the balance of the nominal capital, remaining after the creation of the New Ordinary Shares of five pence each, into Deferred Shares of 0.4 pence in the capital of the Company. Put another way, for every 70 Existing Ordinary Shares of one pence each held, a shareholder will receive two New Ordinary Shares of five pence and 150 Deferred Shares of 0.4 pence in the capital of the Company.

In order that the issued share capital immediately prior to the consolidation is divisible by 70 (being the consolidation factor), it may be necessary for the Company to issue a small number of Existing Ordinary Shares prior to the Share Consolidation Record Date (being 6.00 p.m. on 22 May 2025). Any shareholder not holding a

number of Existing Ordinary Shares that is exactly divisible by 70 will be left with a fractional entitlement to a New Ordinary Share (and to new Deferred Shares). Any such fractions resulting from the consolidation will be combined into New Ordinary Shares, which will be sold with the net proceeds being retained by the Company for its use. Assuming a share price of 2.6 pence, the maximum value of the fractional entitlements which any individual shareholder may lose would be 179 pence. Fractional entitlements to Deferred Shares will be combined and the Deferred Shares representing such fractions will immediately vest in such person or persons as may be nominated by the Directors.

The rights and restrictions attaching to the New Ordinary Shares will be identical in all respects (save as to nominal value) to those of the Existing Ordinary Shares. The rights and restrictions attaching to the new Deferred Shares resulting from the consolidation will be identical in all respects to those of the existing Deferred shares of 0.4 pence each.

If resolution 12 is passed and becomes effective, then (assuming that no further Existing Ordinary Shares of one pence each are issued between the latest practicable date prior to publication of this document, and the time at which such resolution becomes effective, save for any Existing Ordinary Shares issued to meet the consolidation factor) it is expected that the number of Ordinary Shares in the capital of the Company will decrease to 1,911,494 New Ordinary Shares of five pence. Assuming a market capitalisation of the Company of approximately £1,739,459.44, that would imply a price per share of 91 pence.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM in place of the Existing Ordinary Shares. Subject to shareholder approval of resolution 12, it is expected that admission will become effective and that dealings in the New Ordinary Shares will commence on 23 May 2025. As is the case with the existing Deferred Shares in the capital of the Company, no application for admission will be made in respect of the new Deferred Shares. The ISIN Code for the new ordinary shares and the SEDOL Code will be announced via a regulatory information service in due course.

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts at the record time, and their CREST accounts will be credited with the New Ordinary Shares following admission, which is expected to take place on 23 May 2025. Existing share certificates will cease to be valid following the consolidation. New share certificates in respect of the New Ordinary Shares are expected to be issued by post at the risk of the shareholders within ten business days of admission. No share certificates will be issued in respect of the new Deferred Shares.

Following the consolidation, all mandates and other instructions, including communication preferences given to the Company by shareholders and in force at the record time shall, unless and until revoked, be deemed to be valid and effective mandates or instructions in relation to the New Ordinary Shares.

The rules of the Company's existing Employee Share Plans provide that, in the event of any consolidation of the share capital of the Company, the number of shares subject to an option, and the amount (if any) payable for those shares by the holder on its exercise, may be adjusted by the Board in such manner as the Board may determine to be appropriate. The effect of these provisions will be that, following the consolidation, the number of shares subject to any outstanding option held under the Employee Share Plans will decrease broadly to 1/35th of their number prior to the consolidation whilst the price payable (if any) for the exercise of each option will increase broadly by a multiple of 35. There should, therefore, be no material alteration to the current potentially dilutive effects of the options granted under the Employee Share Plans. Notice of the adjustments to the options will be sent to individual participants in the Employee Share Plans as soon as reasonably practicable following the consolidation.

Resolution 13 – Share Buybacks (Special Resolution)

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares as permitted by the CA 2006 and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 6,690,228 Ordinary Shares (or 191,149 New Ordinary Shares (as defined in resolution 12 set out in this notice of annual general meeting, if that resolution is passed and becomes effective), representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at (and as anticipated at) 17 April 2025. The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on the date which is 15 months after the resolution is passed. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

Although the Directors do not currently have any intention of exercising the authority granted by this resolution, this resolution provides the flexibility to allow them to do so in the future. In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per Ordinary Share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.