

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised and independent financial adviser.

If you have recently sold or transferred all of your shares in REACT Group PLC, please forward this document, together with the accompanying documents, as soon as possible either 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. If you have sold or transferred only part of your holding of shares in REACT Group PLC, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

REACT GROUP PLC

Incorporated in England and Wales under the Companies Act 1985 with registered number 05454010

Notice of Annual General Meeting

Share capital consolidation

Reduction of capital

Notice convening an Annual General Meeting of REACT Group PLC to be held at midday on Thursday 28 March 2024 in the Bishops Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ is set out at the end of this document.

Whether or not you intend to be present at the Annual General Meeting, please complete, sign and return the enclosed form of proxy, in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event, in order to be valid, so as to be received by Neville Registrars Limited no later than midday on 26 March 2024. The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

If you hold your shares in uncertificated form in CREST you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of Annual General Meeting at the end of this document. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) no later than midday on 26 March 2024. The appointment of a proxy using the CREST electronic proxy appointment service will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting of this document and the Form of Proxy to Shareholders	5 March 2024
Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via the CREST system	midday on 26 March 2024
Time and date of the Annual General Meeting	midday on 28 March 2024
Announcement of result of the Annual General Meeting	28 March 2024
Record Date in respect of the Share Consolidation	6.00 p.m. on 28 March 2024
Admission expected to become effective and dealings expected to commence in the New Ordinary Shares on AIM	8.00 a.m. on 2 April 2024
CREST accounts expected to be credited in respect of New Ordinary Shares in uncertificated form	2 April 2024
Expected date by which certificates in respect of New Ordinary Shares are to be despatched to certificated Shareholders	within 10 business days of Admission
Expected date for the Court Hearing to confirm the Capital Reduction	on or around 30 April 2024
Expected Effective Date of the Capital Reduction	on or around 1 May 2024

Notes:

1. Unless otherwise stated, all references to time in this document and in the above timetable are to the time in London, United Kingdom.
2. Some of the times and dates above are indications only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
3. Events listed in the timetable above are conditional upon, amongst other things, on the passing at the Annual General Meeting of the Resolutions.

ADMISSION STATISTICS

Number of Existing Ordinary Shares	1,067,648,507
Conversion ratio of Existing Ordinary Shares to New Ordinary Shares	50:1
Nominal value of an Ordinary Share following the Share Consolidation	12.5p
Number of Ordinary Shares in issue as at the Share Consolidation Record Date	1,067,648,550
Number of Ordinary Shares in issue immediately following the Share Consolidation	21,352,971
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LEI	213800H54C4GOFN7MO32

DEFINITIONS

In this document and the Form of Proxy, the following words and expressions have the following meanings, unless the context requires otherwise:

“Act” or “Companies Act”	the Companies Act 2006 (as amended or re-enacted);
“Admission”	the admission of the New Ordinary Shares to trading on AIM in accordance with Rule 6 of the AIM Rules;
“AIM”	the AIM Market of the London Stock Exchange;
“AIM Rules”	the rules applicable to companies governing their admission to AIM, and following admission their continuing obligations to AIM, as set out in the AIM Rules for Companies published by the London Stock Exchange from time to time;
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at midday on 28 March 2024 in the Bishops Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ and which has been convened pursuant to the Notice;
“business day”	a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open for business in the City of London;
“Capital Redemption Reserve”	the capital redemption reserve of the Company;
“Capital Reduction”	the proposed reduction of the share capital of the Company, involving the cancellation of the Share Premium Account and the Capital Redemption Reserve;
“certificated” or in “certificated form”	where a share or other security is not in uncertificated form (that is, not in CREST);
“Company”	React Group plc;
“Court Hearing”	the hearing by the High Court of the claim form to confirm the Capital Reduction;
“Court Order”	the order of the High Court confirming the Capital Reduction;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Manual”	the CREST Manual referred to in agreements entered into by Euroclear and available at www.euroclear.com/CREST ;
“CREST Proxy Instruction”	the appropriate CREST message to make a proxy appointment by means of CREST;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor;
“Directors” or “Board”	the board of directors of the Company and “Director” means any member of the Company’s board of directors;
“Effective Date”	expected to be on or around 1 May 2024;
“Euroclear”	Euroclear UK & International Limited, a company incorporated under the laws of England and Wales;

“Existing Ordinary Shares”	the ordinary shares of 0.25p each in issue at the date of this document, which are admitted to trading on AIM;
“FCA”	the UK Financial Conduct Authority;
“Form of Proxy”	the form of proxy relating to the Annual General Meeting which has been sent to Shareholders with this document;
“High Court”	the High Court of Justice in England and Wales;
“London Stock Exchange”	London Stock Exchange plc;
“New Ordinary Shares”	the ordinary shares of 12.5p each in the capital of the Company arising on the completion of the Share Consolidation;
“Notice”	the notice of the Annual General Meeting of the Shareholders set out at the end of this document;
“Ordinary Shares”	in respect of the period before the Record Date, ordinary shares of 0.25p each in the capital of the Company and, in respect of the period after the Record Date, ordinary shares of 12.5p each in the capital of the Company;
“Registrar of Companies”	the Registrar of Companies in England and Wales, within the meaning of the Act;
“Registrars” or “Neville Registrars”	Neville Registrars Limited, a company incorporated under the laws of England and Wales;
“Record Date”	6.00 p.m. on 28 March 2024 (or such other time and date as determined by the Directors);
“Regulatory Information Service”	one of the regulatory information services authorised by the London Stock Exchange to receive, process and disseminate regulatory information in respect of companies trading on AIM;
“Resolutions”	the resolutions to be proposed at the Annual General Meeting;
“Share Consolidation”	the proposed consolidation of the Company’s ordinary share capital pursuant to which every 50 Existing Ordinary Shares are consolidated into 1 New Ordinary Share;
“Shareholders”	holders of Existing Ordinary Shares;
“Share Premium Account”	the share premium account of the Company;
“uncertificated” or in “uncertificated form”	in respect of a share or other security, where that share or other security is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST.

Unless otherwise indicated, all references in this document to “GBP”, “£”, “pounds sterling”, “pounds”, “sterling”, “pence”, or “p” are to the lawful currency of the United Kingdom.

REACT GROUP PLC

Incorporated in England and Wales under the Companies Act 1985 with registered number 05454010

Directors:

Mark Braund (*Executive Chairman*)
Shaun D Doak (*Chief Executive Officer*)
Spencer Dredge (*Chief Financial Officer*)
Robert Gilbert (*Non-Executive Director*)
Michael Joyce (*Non-Executive Director*)

Registered office:

Holly House
Shady Lane
Birmingham B44 9ER

5 March 2024

Dear Shareholder

Annual General Meeting

I am pleased to be writing to you with details of this year's annual general meeting of REACT Group PLC which we will be holding in the Bishops Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ at midday on Thursday 28 March 2024.

As well as the normal business conducted at an annual general meeting, your Board is proposing (i) to consolidate the Company's ordinary share capital, with the aim of improving the marketability of the Existing Ordinary Shares, (ii) to effect a reduction of the share capital of the Company, involving the cancellation of the Share Premium Account and the Capital Redemption Reserve and (iii) to seek authority from Shareholders for the Company to make market purchases of its own Ordinary Shares when it is appropriate to do so. Further details of the Share Consolidation and Capital Reduction are set out below.

The formal notice of the Annual General Meeting is set out at the end of this document. Explanatory notes on all of the business to be considered at this year's Annual General Meeting appear on pages 19 and 20 of this document.

Share Consolidation

Reasons for the Share Consolidation

The Directors believe that the Company's existing share capital structure is no longer appropriate. The Company has grown in size and the high number of shares in issue combined with the relatively low price per share is thought to result in excess volatility, reduced liquidity and a widening in the bid/offer spread of the Existing Ordinary Shares. The Directors are therefore proposing to consolidate the Existing Ordinary Shares so that every 50 Existing Ordinary Shares are consolidated into one new ordinary share of 12.5p. The Share Consolidation will reduce the number of shares in issue from 1,067,648,507 Existing Ordinary Shares to 21,352,971 New Ordinary Shares.

The Share Consolidation is expected to:

- increase the Company's share price proportionately;
- help improve the market liquidity of, and trading activity in, the Company's shares;
- provide the basis for a narrowing in the spread of its bid and offer price; and

- enhance the perception of the Company and its prospects and help improve the marketability of the Company's shares to a wider group of investors.

The Share Consolidation requires the approval of Shareholders by way of a special resolution at the AGM.

Application will be made in accordance with the AIM Rules for the New Ordinary Shares arising from the Share Consolidation to be admitted to trading on AIM, subject to Shareholders passing Resolution 6 at the Annual General Meeting. It is expected that if Resolution 6 is passed, Admission in respect of such New Ordinary Shares will become effective and that dealings in those New Ordinary Shares will commence on 2 April 2024. The new ISIN Code and SEDOL Code will be notified once these have been allocated.

Procedure

As at the date of this document, the Company has 1,067,648,507 Existing Ordinary Shares in issue, with a closing mid-market price of 1.38 pence per Existing Ordinary Share as at 4 March 2024 (being the latest practicable Business Day prior to the date of this document).

It is therefore proposed, pursuant to the Share Consolidation, that the Existing Ordinary Shares are consolidated on a 50 for 1 basis, so that every 50 Existing Ordinary Shares are consolidated into one ordinary share of 12.5 pence in nominal value.

No Shareholder will be entitled to a fraction of a New Ordinary Share. Instead, their entitlement will be rounded down to the nearest whole number of New Ordinary Shares. If a Shareholder holds fewer than 50 Existing Ordinary Shares at the Record Date, such that the rounding down process results in a Shareholder being entitled to zero New Ordinary Shares, then as a result of the Share Consolidation they will cease to hold any Ordinary Shares (of any description) in the capital of the Company.

Remaining fractional entitlements to New Ordinary Shares will be aggregated and sold on behalf, and for the benefit, of the Company. Under the Company's articles of association, the Directors have a discretion as to how to deal with fractional entitlements, including by accounting to Shareholders for the net proceeds of any sale. The maximum fractional entitlement that any Shareholder would be entitled to would be worth only 12.25p and so, given the cost of remitting the net proceeds of sale to Shareholders, the Directors believe that the most sensible approach is to apply the net proceeds of sale for the benefit of the Company.

In order to ensure that the Share Consolidation does not result in a fraction of a New Ordinary Share being created, the Company will prior to the Record Date issue such number of Ordinary Shares as will result in the total number of Existing Ordinary Shares being divisible by 50. These additional Ordinary Shares will be issued to the Registrars and will only represent a fraction of a New Ordinary Share. This fraction will be aggregated with the other fractions referred to above and sold in the market.

For the avoidance of doubt, the Company is only responsible for dealing with fractions arising on registered holdings. For Shareholders whose Existing Ordinary Shares are held in nominee accounts of UK stockbrokers, the effect of the Share Consolidation on their individual shareholdings will be administered by the stockbroker or nominee in whose account the relevant Existing Ordinary Shares are held. The effect is expected to be the same as for shareholdings registered in beneficial names, however, it is the stockbroker's or nominee's responsibility to deal with fractions arising within their customer accounts, and not the Company's responsibility

Assuming a share capital of 1,067,648,507 Existing Ordinary Shares immediately prior to the Record Date (plus 43 additional Ordinary Shares to be allotted to the Registrars), following completion of the Share Consolidation the Company will have 21,352,971 New Ordinary Shares in issue.

Capital Reduction

Background to and reasons for the Capital Reduction

As at 30 September 2023, the Company had retained losses of £8,799,820 and continues to have a negative distributable reserves position meaning that it is unable to declare dividends or make distributions to Shareholders or buy back its Ordinary Shares.

The Company has built up a substantial Share Premium Account through the issue of shares for cash at values in excess of the nominal value of those shares. As at the date of this document, the balance standing to the credit of the Share Premium Account is £10,909,617. The Share Premium Account constitutes a non-distributable reserve for the purposes of the Act.

In addition, the Company has built up a Capital Redemption Reserve through the redemption of an earlier series of deferred shares. As at the date of this document, the balance standing to the credit of the Capital Redemption Reserve is £3,336,916. The Capital Redemption Reserve constitutes a non-distributable reserve for the purposes of the Act.

The Company is therefore seeking the approval of Shareholders to cancel the Share Premium Account and Capital Redemption Reserve which, subject to the confirmation of the High Court will enable the Company to eliminate the retained losses and create distributable reserves equal to the balance.

The distributable reserves will be available for the Directors to use for the purposes of paying dividends, should circumstances in the future make it desirable to do so.

Further details of the Capital Reduction are set out below.

Share Premium Account and Capital Redemption Reserve

Share premium is treated as part of the capital of a company and arises on the issue by a company of shares at a premium to their nominal value. The premium element is credited to

the share premium account. Likewise, on a redemption or buy back of shares by a company an amount equal to the nominal value of the redeemed or bought back shares is credited to the capital redemption reserve.

The share premium account and the capital redemption reserve are non-distributable capital reserves and a company's ability to use any amount credited to those reserves is limited by the Act. However, with the approval of its shareholders by way of a special resolution and subsequent confirmation by the High Court, a company may reduce or cancel its share premium account and its capital redemption reserve and in certain circumstances either return all or part of the sum arising to shareholders as a return of capital, or credit some or all of such sum arising to its profit and loss account.

To the extent that the release of such a sum from the cancellation of shares, a share premium account and/or a capital redemption reserve creates or increases a credit on the profit and loss account, that sum represents a company's distributable reserves.

As mentioned above, the cancellation of the Share Premium Account and the Capital Redemption Reserve will eliminate the Company's retained losses and create distributable reserves equal to the balance.

Procedure

In order to effect the Capital Reduction, the Company firstly requires the authority of its Shareholders by the passing of Resolution 7 at the Annual General Meeting to approve the cancellation of the Share Premium Account and the Capital Redemption Reserve.

Secondly, the Capital Reduction must be confirmed by the High Court, to which the Company will make an application if Resolution 7 is passed. The Court Hearing to confirm the Capital Reduction is expected to be held on or around 30 April 2024. Shareholders will have the right to attend the Court Hearing in person or through counsel or other suitably qualified persons to support or oppose the sanction of the Capital Reduction.

The Capital Reduction will take effect when the Court Order confirming it, and a statement of capital approved by the High Court, have been delivered to and registered by the Registrar of Companies. The Effective Date of the Capital Reduction is currently expected to be on or around 1 May 2024.

In order to approve the Capital Reduction, the High Court will need to be satisfied that the interests of the Company's creditors will not be prejudiced by the Capital Reduction. There is a possibility that the Company may be required to give undertakings or other forms of creditor protection for the benefit of the Company's creditors at the date on which the Capital Reduction becomes effective. These may include seeking the consent of the creditors to the cancellation of the Share Premium Account and the Capital Redemption Reserve or the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purposes of discharging creditors of the Company.

The Board reserves the right (where necessary by application to the High Court) to abandon, discontinue or adjourn any application to the High Court for confirmation of the Capital Reduction, and hence the Capital Reduction itself, if the Board believes that the terms required to obtain confirmation are unsatisfactory to the Company or if as the result of any material unforeseen event the Board considers that to continue with the Capital Reduction is inappropriate or inadvisable.

Effect of the Capital Reduction

If approved by Shareholders and confirmed by the High Court, the Capital Reduction will result in the creation of distributable reserves which will allow the Company to make market purchases of Ordinary Shares and to pay dividends in due course, should it be appropriate or desirable to do so. The Capital Reduction will not affect the number of Ordinary Shares in issue, the nominal value per Ordinary Share or the voting or dividend rights of any Shareholder.

Buy-back Authority

The Company holds surplus cash resources which are not required in the normal day-to-day management of its business so the Directors intend to use the authority granted by Resolution 11 to make market purchases of Ordinary Shares when it is appropriate to do so.

If passed, Resolution 11 will give authority for the Company to purchase up to 2,135,297 of its New Ordinary Shares, representing approximately 10 per cent. of the issued share capital of the Company (assuming the Share Consolidation has become effective). Resolution 11 specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under the authority. The authority will expire on the earlier of the date falling 15 months from the date of the passing of Resolution 11 and the conclusion of the Company's next annual general meeting.

The Company may either cancel any Ordinary Shares it purchases under the authority granted by Resolution 11 or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). The Directors currently intend to cancel all shares purchased under the authority granted by Resolution 11.

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.

Attendance at the Annual General Meeting

We are always keen to welcome shareholders in person to our annual general meetings. Shareholders intending to attend the Annual General Meeting are asked to register their intention by midday on 26 March 2024 by sending an email to info@reactsc.co.uk.

Remote participation

Shareholders are invited to participate in the Annual General Meeting at midday on Thursday

28 March 2024 via the Investor Meet Company ("**IMC**") platform.

Shareholders should note that if they participate in the Annual General Meeting virtually in this manner, this will not constitute attendance at the Annual General Meeting and they will NOT be permitted to vote at the Annual General Meeting. Shareholders wishing to vote on matters of business are therefore urged either to attend the Annual General Meeting in person or to appoint the Chairman of the Annual General Meeting as their proxy.

Action to be taken

Before the Annual General Meeting

You are strongly encouraged to appoint the Chairman of the Annual General Meeting as your proxy as soon as possible and by no later than midday on 26 March 2024. This will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting. Further information on the various ways you can appoint a proxy is given in the Notes to the Notice of Annual General Meeting on pages 16 to 18 inclusive of this document.

Please complete, sign and return the form of proxy in accordance with the instructions thereon to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible, but in any event so as to be received by no later than midday on 26 March 2024.

If you hold your shares in uncertificated form in CREST, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of Annual General Meeting at the end of this document. Proxies submitted via CREST must be received by Neville Registrars Limited (ID 7RA11) no later than midday on 26 March 2024.

Shareholders wishing to participate in the Annual General Meeting virtually via IMC should sign up to IMC for free ahead of the Annual General Meeting via <https://www.investormeetcompany.com/react-group-plc/register-investor> and request to meet the Company. Investors who already follow the Company on the IMC platform will automatically be invited. Once registered you will automatically be emailed an invitation. Please accept the invitation to receive your unique link to access the Annual General Meeting. You are strongly encouraged to register with IMC before the day of the Annual General Meeting to avoid your entry to the meeting being delayed.

On the day of the Annual General Meeting

To join the Annual General Meeting virtually on the day, please type (or paste) the following web address into your web browser <https://www.investormeetcompany.com/react-group-plc/register-investor> then follow these instructions:

- Register on the IMC platform or log in if already registered.
- Once registered you will automatically be emailed an invitation.
- Accept the invitation to receive your unique link to access the meeting.

At the appointed time, the Chairman will formally open the meeting, put each of the proposed resolutions to the meeting and advise of the proxy votes received in respect of each resolution.

Questions

Questions can be submitted before the Annual General Meeting via the IMC dashboard up until 9.00 a.m. on 28 March 2024 or at any time during the Annual General Meeting via the "Ask a Question" function. Answers will be grouped by the theme of the question to avoid repetition and we may not, therefore, answer each individual question specifically. Answers to questions will be published as soon as possible following the meeting on the IMC platform and on our website at <https://www.reactsc.co.uk/react-group-plc> and will be available on our website until 30 April 2024.

Document preferences

Shareholders who have elected to receive hard copy documents will have received the Company's annual report and accounts for the financial year ended 30 September 2023 along with this document and a form of proxy. Shareholders who have not elected to receive hard copy documents can view the report and accounts for the financial year ended 30 September 2023 and this document on the Company's website at <https://www.reactsc.co.uk/react-group-plc>. These shareholders will have received a hard copy form of proxy.

If you would like to change your receipt of documents preference, please contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD, tel: +44 121 585 1131.

Recommendation

The Directors of the Company consider that all of the proposals to be considered at the Annual General Meeting (including the Share Consolidation and Capital Reduction) are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Mark Braund
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

REACT GROUP PLC

Incorporated in England and Wales under the Companies Act 1985 with registered number 05454010

Notice is hereby given that the annual general meeting ("**Annual General Meeting**") of REACT Group PLC ("**Company**") will be held in the Bishops Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ on Thursday 28 March 2024 at midday.

Words and expressions used or defined in the letter to shareholders dated 5 March 2024 of which this notice forms part shall have the same meaning in this notice.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 5 inclusive and 8 will be proposed as ordinary resolutions and Resolutions 6, 7, 9, 10 and 11 will be proposed as special resolutions.

RESOLUTIONS

Ordinary business

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2023 together with the directors' report and auditor's report thereon.
2. To re-appoint Dains LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.
3. To re-elect Mark Braund as a director of the Company.
4. To re-elect Shaun Doak as a director of the Company.
5. To re-elect Spencer Dredge as a director of the Company.

Special business

6. Notwithstanding anything to the contrary in the Company's Articles, with effect from 6.00 p.m on 28 March 2024, every 50 existing ordinary shares of 0.25 pence each in the capital of the Company be consolidated into one new ordinary share of 12.5 pence in value, provided that any fractions of a New Ordinary Share that arise as a result of the Share Consolidation shall be aggregated and sold by the directors of the Company (or any person appointed by them) and the net proceeds of such sale will be retained for the benefit of the Company.
7. **THAT** the capital of the Company be reduced by:-
 - (a) cancelling the total amount standing to the credit of the Share Premium Account; and
 - (b) cancelling the total amount standing to the credit of the Capital Redemption Reserve.

8. **THAT**, in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the board of directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**Relevant Securities**"):
- (a) up to an aggregate nominal amount of £889,707 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of such sum); and
 - (b) up to an aggregate nominal amount of £1,779,414 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other Relevant 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, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

This authority shall, unless renewed, varied or revoked by the Company, 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 falling 18 months after the date of the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant 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 to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

9. **THAT**, subject to the passing of resolution 8, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities (including, without limitation, a rights issue and an open offer):
 - (i) to the holders of ordinary shares in proportion (as nearly as may be

practicable) to their respective holdings; and

- (ii) 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

- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution) to any person up to an aggregate nominal amount of £266,912.

The authority granted by this resolution will 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 falling 18 months after the date of the passing of this 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.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

10. **THAT**, subject to the passing of Resolution 8, the Directors be authorised, in addition to any authority granted under Resolution 9, to allot equity securities (as defined in section 560 of the CA 2006) and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided such authority shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £266,912, 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 published by the Pre-Emption Group in 2022.

The authority granted by this resolution will 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 falling 18 months after the date of the passing of this 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 Resolution 6 having been passed) the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make

one or more market purchases (within the meaning of Section 693(4) of the Act) on the London Stock Exchange of Ordinary shares of 12.5 pence each in the capital of the Company PROVIDED THAT:

- (a) the maximum aggregate number of shares hereby authorised to be purchased is 2,135,297 ordinary shares of 12.5 pence each, (representing approximately 10% of the Company's issued share capital following the Share Consolidation, assuming that Resolution 6 has been passed);
- (b) the minimum price which may be paid for such shares is 12.5 pence per Ordinary Share;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 105% of the average closing middle market quotation for an Ordinary Share as derived from the AIM appendix to the Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

By order of the Board

Andrea Pankhurst
Company Secretary

5 March 2024

Registered office:

Holly House
Shady Lane
Birmingham
B44 9ER

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Only those shareholders registered in the Company's register of members at:
 - 6.00 p.m. on 26 March 2024; or
 - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,shall be entitled to attend, speak and vote at the Annual General 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 Annual General Meeting.
2. Shareholders intending to attend the Annual General Meeting are asked to register their intention by midday on 26 March 2024 by sending an email to info@reactsc.co.uk.
3. If you are a shareholder who is entitled to attend and vote at the Annual General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a form of proxy with this Notice of Annual General Meeting. A proxy does not need to be a shareholder of the Company but must attend the Annual General Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
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. To appoint more than one proxy, you may photocopy the form of proxy or request additional copies of the form of proxy from Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, tel: 0121 585 1131. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post (see note 7); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 8).
6. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
7. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the form of proxy, the form of proxy must be:

 - completed and signed;
 - sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD; and
 - received by Neville Registrars Limited no later than midday on 26 March 2024.

In the case of a shareholder which is a company, the form of proxy 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 form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

If you have not received a form of proxy and believe that you should have one, or if you require additional forms of proxy, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, tel: 0121 585 1131.

8. 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.

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 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 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 Neville Registrars Limited (ID 7RA11) no later than midday on 26 March 2024, or, in the event of an adjournment of the Annual General 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.

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 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/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.

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.

9. 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).
10. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. 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 form of proxy and would like to change the instructions using another hard copy form of proxy, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, tel: 0121 585 1131.

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.

11. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. In the case of a shareholder 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 Neville Registrars Limited no later than midday on 26 March 2024.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the Annual General Meeting and vote in person.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

12. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

13. You may not use any electronic address provided either:

- in this Notice of Annual General Meeting; or
- 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.

EXPLANATION OF RESOLUTIONS

An explanation of each of the resolutions to be proposed at the Annual General Meeting is set out below.

Resolution 1 – Receiving the accounts and reports

All companies are required by law to lay their annual accounts before a general meeting of the Company, together with the directors' reports and auditor's report on the accounts. At the Annual General Meeting, the directors will present these documents to the shareholders for the financial year ended 30 September 2023.

Resolution 2 – Re-appointment of auditor

The auditor is required to be appointed (or re-appointed) at each annual general meeting at which accounts are laid. The Directors are proposing the re-appointment of Dains LLP as auditor. This resolution also authorises the Directors to fix the auditor's remuneration.

Resolutions 3, 4 and 5 – Re-election of directors – Retirement by rotation

These resolutions concern the re-election of each of Mark Braund, Shaun Doak and Spencer Dredge as a director of the Company, each of whom retires by rotation in accordance with the articles of association of the Company. Under the Company's articles of association, at each annual general meeting of the Company any Director who has not been elected or re-elected at either of the two preceding annual general meetings has to resign and offer himself or herself for re-election. Mark Braund and Shaun Doak were both re-elected at the 2021 annual general meeting and have not been re-elected since then and so offer themselves for re-election. Under the articles of association of the Company any director who is appointed after an annual general meeting of the Company has to resign at the next annual general meeting. Spencer Dredge was appointed as a director after the last annual general meeting of the Company and so offers himself for re-election.

Biographies of each of the directors are maintained on the Company's website at <https://www.reactsc.co.uk/react-group-plc>.

Resolution 6 – Share Consolidation

The Company is proposing a consolidation of its share capital so that every 50 Existing Ordinary shares are consolidated into one New Ordinary Share. Further details about the Share Consolidation are set out in the letter to Shareholders of which this notice and these notes form part.

Resolution 7 – Capital Reduction

The Company is proposing a reduction of capital by the cancellation of the Share Premium Account and the Capital Redemption Reserve. Further details about the Capital Reduction are set out in the letter to Shareholders of which this notice and these notes form part.

Resolution 8 – Directors' power to allot shares

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the CA 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 Relevant Securities:

- (a) up to a maximum nominal amount of £889,707, representing approximately one third of the Company's issued ordinary shares (excluding treasury shares) as at 4 March 2024 (being the latest practicable date prior to the publication of this document); and
- (b) up to a maximum nominal amount of £1,779,414, representing approximately two thirds of the Company's issued ordinary shares (excluding treasury shares) as at 4 March 2024 (being the latest practicable date prior to the publication of this document) by way of a rights or similar issue.

The maximum number in (a) above will be reduced to the extent of any allotment or grant of rights under paragraph (b) above in excess of this amount and the maximum number in (b) above will be reduced to the extent of any allotment or grant of rights under paragraph (a) above.

The Directors have no present intention to exercise the authority conferred by this resolution.

As at close of business on 4 March 2024 (being the latest practicable date prior to the publication of this document), the

Company did not hold any treasury shares.

The authority granted by this resolution will expire at the close of business on the date falling 18 months after the date of the passing of the resolution or, if earlier, on the conclusion of next year's annual general meeting.

Resolutions 9 and 10 – Directors' power to issue shares for cash

These resolutions will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 8, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). 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).

The authority in Resolution 9 is limited to allotments or sales that take place in connection with a rights issue, open offer or other pre-emptive offer or are limited to a maximum nominal amount of £266,912 which represents approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 4 March 2024 (being the latest practicable date prior to the publication of this document).

The authority in Resolution 10 (which is in addition to the authority in Resolution 9) is limited to allotments or sales up to a maximum nominal amount of £266,912 (representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 4 March 2024 (being the latest practicable date prior to the publication of this document)) for use only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or sale or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment or sale.

The powers granted by these resolutions will expire at the close of business on the date falling 18 months after the date of the passing of the resolution or, if earlier, on the conclusion of next year's annual general meeting.

Resolution 11 – Authority to make market purchases of Ordinary Shares

A special resolution will be proposed to authorise the Directors to make one or more market purchases for the purposes of Section 701 of the Act. The maximum number of New Ordinary Shares which may be acquired pursuant to this authority is 2,135,297, which is equal to approximately 10% of the issued share capital of the Company following the Share Consolidation, assuming that the Share Consolidation in Resolution 6 has been approved. This authority will expire on the conclusion of the next annual general meeting of the Company.

The Directors currently have no intention of using their authority to make market purchases. Should this change and the Directors decide to make market purchases, they will only do so if such market purchases are expected to result in an increase in the Company's earnings per share and are in the best interests of the Shareholders. The Directors must ensure that any market purchases made are made between a minimum price of 12.5 pence per Ordinary Share (assuming Resolution 6 has been passed) and a maximum price equal to 105% of the average of the middle market quotations for the Ordinary Shares derived from the AIM appendix to the Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased.