

**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.

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## **REACT GROUP PLC**

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

### **Notice of Annual General Meeting**

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Notice convening an Annual General Meeting of REACT Group PLC to be held at midday on Tuesday 21 March 2023 in the Abbots 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 17 March 2023. 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 17 March 2023. 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.

# 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*)  
Andrea Pankhurst (*Chief Financial Officer*)  
Robert Gilbert (*Non-Executive Director*)  
Michael Joyce (*Non-Executive Director*)

*Registered office:*

Holly House  
Shady Lane  
Birmingham B44 9ER

24 February 2023

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 ("**Company**") which we will be holding in the Abbots Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ at midday on Tuesday 21 March 2023 ("**Annual General Meeting**"). 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 page 10 of this document.

## **Attendance at the 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 17 March 2023 by sending an email to [info@reactsc.co.uk](mailto:info@reactsc.co.uk).

## **Remote participation**

Shareholders are invited to participate in the Annual General Meeting at midday on Tuesday 21 March 2023 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 17 March 2023. 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 7 to 9 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 17 March 2023.

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 17 March 2023.

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 20 March 2023 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 21 April 2023.

### **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 2022 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 2022 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 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 Abbots Suite at Novotel London Blackfriars, 46 Blackfriars Road, London SE1 8NZ on Tuesday 21 March 2023 at midday.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution.

#### RESOLUTIONS

##### Ordinary business

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2022 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 Michael Joyce as a director of the Company.

##### Special business

4. **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**") provided that such authority shall be limited to a maximum nominal value of £264,412.1267 and provided that 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.

5. **THAT**, subject to the passing of resolution 4, 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 £132,206.063.

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.

**By order of the Board**

Andrea Pankhurst  
Company Secretary

24 February 2023

*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 17 March 2023; 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 17 March 2023 by sending an email to [info@reactsc.co.uk](mailto: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 17 March 2023.

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](http://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 17 March 2023, 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 17 March 2023.

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 2022.

### ***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.

### ***Resolution 3 – Re-election of directors – Retirement by rotation***

This resolution concerns the re-election of Michael Joyce as a director of the Company, who 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 one third (rounded down) of the directors must retire and offer themselves for re-election. The Company has five directors and so one director must retire. Of the four Directors who have been longest in office Michael Joyce has been chosen by lot to retire and 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 4 – 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.

If passed, the resolution will authorise the Directors to allot Relevant Securities up to a maximum nominal amount of £264,412.1267. This represents approximately 10% of the Company's issued ordinary shares (excluding treasury shares) as at 23 February 2023 (being the latest practicable date prior to the publication of this document).

As at close of business on 23 February 2023 (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.

### ***Resolution 5 – Directors' power to issue shares for cash***

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 4, 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). The relevant circumstances are either where the allotment takes place in connection with a rights issue, open offer or other pre-emptive offer or the allotment is limited to a maximum nominal amount of £132,206.063 which represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 23 February 2023 (being the latest practicable date prior to the publication of this document).

The power 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.