

Notice of Annual General Meeting

Dear shareholder

A copy of the annual report and accounts for 2024 is now available for download from:

<https://www.sysgroup.com/about-us/investors>

The annual report and accounts are also available from the registered office of the Company and will be available at the AGM.

Notice of meeting

Notice is hereby given that the Annual General Meeting of the Company will be held on 20 September 2024 at 10.00 am at Hill Dickinson LLP, 50 Fountain Street, Manchester M2 2AS for the purpose of considering and, if thought fit, passing the resolutions set out below, of which Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10 and 11 will be proposed as special resolutions.

Ordinary business

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

1. **TO** receive, consider and adopt the annual report and financial statements for the year ended 31 March 2024 together with the Directors' and Auditors' Reports contained therein.
2. **TO** reappoint Heejae Chae as a Director of the Company who retires by rotation.
3. **TO** reappoint Michael James Fletcher as a Director of the Company who retires by rotation.
4. **TO** appoint Paul Edwards as a Director of the Company.
5. **TO** appoint Mark Reilly as a Director of the Company.
6. **TO** appoint Owen Phillips as a Director of the Company.
7. **TO** appoint Davin Cushman as a Director of the Company.
8. **TO** reappoint BDO LLP as auditors of the Company and authorise the Directors to fix their remuneration.
9. **THAT**, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
 - a. comprising equity securities (as defined by section 560 of the Companies Act 2006) up to an aggregate nominal amount of £570,100 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in resolution 9.b below) in connection with an offer by way of a rights issue:
 - i. to 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. in any other case, up to an aggregate nominal amount of £285,050 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in resolution 9.a above in excess of £285,050),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months from the date of this resolution or, if earlier, the date of the next Annual General Meeting of the Company 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.

For the purposes of the resolution:

'Relevant Securities' means:

- I. shares in the Company other than shares allotted pursuant to: (i) an employee share scheme (as defined by section 1166 of the Companies Act 2006); (ii) a right to subscribe for shares in the Company where the grant

of the right itself constituted a Relevant Security; or (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and

- II. any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Companies Act 2006). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

Special business

As special business, to consider and, if thought fit, pass the following resolutions:

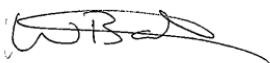
10. **THAT**, subject to the passing of resolution 9, the Directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 9 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
- a. the allotment of equity securities in connection with an offer by way of a rights issue:
 - 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 resolution 10.a above) to any person up to an aggregate nominal amount of £42,757.

The power granted by this resolution will expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) 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 such expiry and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

11. **TO** authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each (**Ordinary Shares**) provided that:
- a. the maximum aggregate number of Ordinary Shares that may be purchased is 8,551,509;
 - b. the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01;
 - c. the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
 - i. 105 per cent of the average market value of an Ordinary Share in the Company for the five business days prior to the day the purchase is made; and
 - ii. the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - a. the last independent trade of; and
 - b. the highest current independent bid for,any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out;
 - d. the authority conferred by this resolution shall expire 15 months from the date this resolution is passed or, if earlier, at the conclusion of the Company's next Annual General Meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By order of the Board



Wendy Baker
Company Secretary
5 August 2024

Registered Office:
55 Spring Gardens
Manchester M2 2BY

Notes

1. Voting will take place by means of a show of hands unless a poll vote is demanded.
2. A shareholder may appoint one or more proxies to exercise their voting rights at the Annual General Meeting, so long as each proxy is appointed to exercise voting rights attached to different shares. A proxy need not be a member of the Company.
3. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and deposit it at the office of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10.00 am on 18 September 2024 or appoint a proxy electronically by logging on to www.investorcentre.co.uk/eproxy and following the instructions. 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 enclosed with the proxy form.
4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) of that meeting, by utilising the procedures described in the CREST Manual. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's registrars, Computershare Investor Services PLC, (whose CREST ID is 3RA50) by the latest time for receipt of proxy appointments specified in note 3 above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
5. Appointing a proxy will not prevent you from attending the Annual General Meeting and voting in person. However, if you decide to do so, any proxy previously appointed by you will not also be able to attend, speak and vote on your behalf. If you wish to attend the Annual General Meeting in person, you should arrive in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar prior to being admitted to the Annual General Meeting.
6. Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's registrars prior to the commencement of the meeting.
7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders listed in the register of members of the Company as at the close of business on 18 September 2024 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is the close of business on the day which is two days before the day fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
9. As at the date of this Notice the Company's issued share capital comprises 85,515,091 ordinary shares of £0.01 each, of which 2,561,394 are treasury shares in respect of which the Company is not permitted to exercise voting rights (such treasury shares equate to approximately 2.99 per cent of the Company's issued share capital (including treasury shares)). Each ordinary share carries one vote and therefore the total number of voting rights at 5 August 2024 was 82,953,697.
10. Copies of the service contracts and letters of appointment of each of the Directors of the Company together with the Register of Directors' Interests will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and public holidays excluded) and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
11. The Directors have no present intention of exercising either the allotment authority under resolution 9 or the disapplication of pre-emption rights authority under resolution 10.
12. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006 along with the annual report and financial statements, can be found at www.sysgroupplc.com.