

**This document is important and requires your immediate attention.**

If you are in any doubt as to any aspects of the proposals referred to in this document or what action you should take, you should seek your own personal advice from your stockbroker, solicitor, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or transferred all your ordinary shares in Oxford Metrics plc, you should pass this document to the person through whom the sale or transfer was made for the transmission to the purchaser or transferee.

**Oxford Metrics plc**

**Notice of 2026 annual general meeting**

Notice of the Annual General Meeting for the year ended 30 September 2025

Notice is hereby given that the 2026 Annual General Meeting (the **AGM**) of Oxford Metrics plc (incorporated in England and Wales with company registration number 03998880) (the **Company**) will be held at 6 Oxford Pioneer Park, Yarnton, Oxfordshire, OX5 1QU on Wednesday 25 February 2026 at 14.00 GMT for the purposes set out below.

Resolutions 1 to 11 will be proposed as ordinary resolutions. Resolutions 12 to 14 will be proposed as special resolutions.

**Ordinary Resolutions**

1. That the audited financial statements of the Company for the financial year ended 30 September 2025, together with the Report of the Directors and the auditor's report thereon be received.
2. That BDO LLP of Level 12, Thames Tower, Station Road, Reading be re-appointed as the Company's auditor, to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting.
3. That the Audit and Risk Committee (for and on behalf of the Board of Directors of the Company (the **Board**)) be authorised to set the remuneration of the auditor.
4. That a final dividend for the financial year ended 30 September 2025 of 3.25 pence per ordinary share of 0.25 pence each in the capital of the Company, which shall be payable on 27 March 2026 to those shareholders on the Company's share register at the close of business on 13 February 2026, be declared.
5. That Gary Bullard, who was appointed by the Board in accordance with the Company's Articles of Association from 4 November 2025, be elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.
6. That Imogen O'Connor, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.
7. That Zoe Fox, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.
8. That Naomi Climer CBE, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.
9. That Ian Wilcock, who retires in accordance with the Company's Articles of Association, be re-elected as a Director of the Company to hold office until the next annual general meeting or until the date on which his office is otherwise vacated.
10. That Margaret Amos, who was appointed by the Board in accordance with the Company's Articles of Association from 2 June 2025, be elected as a Director of the Company to hold office until the next annual general meeting or until the date on which her office is otherwise vacated.
11. That the Directors of the Company (the **Directors**) be authorised under section 551 of the Companies Act, 2006 (the **Act**), generally and unconditionally to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (hereinafter **Allotment Rights**), but so that:
  - (A) the maximum amount of share capital which may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £ 95,680.34; and

- (B) this authority shall expire at close of business on 24 February 2031 or, if earlier, the conclusion of the Company's annual general meeting to be held in 2027. The Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired.

All authorities given to the Directors at the date of the notice of this meeting to allot shares or to grant Allotment Rights which remain unexercised at the commencement of this meeting are revoked, but without prejudice to any Allotment Rights already made, offered or agreed to be made pursuant to such authorities.

### Special Resolutions

12. That, subject to the passing of Resolution 11 in the notice of this meeting, the Directors be authorised pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred on them by Resolution 11 in the notice of this meeting or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this power is limited to:

- (A) the allotment of equity securities or sale of treasury shares in connection with an offer of securities to the holders of ordinary shares on the register on any fixed record date as the Directors may determine in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in the capital of the Company in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
- (B) the allotment of equity securities or sale of treasury shares (other than pursuant to sub-paragraph (A) of this Resolution 12) to any person or persons up to an aggregate nominal value of £28,732.83;

and shall expire on the revocation or expiry (unless renewed) of the general authority conferred on the Directors by Resolution 11 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

13. That, subject to the passing of Resolution 11 in the notice of this meeting and, in addition to the power conferred by Resolution 12 in the notice of this meeting, the Directors are authorised pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 in the notice of this meeting or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and shall be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £28,732.83 and shall expire on the revocation or expiry (unless renewed) of the general authority conferred on the Directors by Resolution 11 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.
14. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 0.25 pence each in the capital of the Company (**Ordinary Shares**) in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:
- (A) the maximum aggregate number of Ordinary Shares which may be acquired under this authority is 11,493,133 representing approximately 10% of the issued Ordinary Share capital of the Company as at 5 December 2025 (being the latest practicable date prior to publication of this document);

- (B) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the day on which such shares are contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out;
- (C) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is its nominal value;
- (D) this authority shall expire at the close of business on 24 May 2027 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2027; and
- (E) before such expiry, the Company may enter into a contract to purchase shares which would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

By order of the Board

**Philip Abrahams**  
**General Counsel and Company Secretary**

Date: 8 December 2025

**Registered office:** Oxford Metrics plc, 6 Oxford Pioneer Park, Yarnton, Oxfordshire, OX5 1QU

The notes on voting procedures, together with explanatory notes on the resolutions to be put to the meeting, which follow, form part of this notice.

**Notes:**

**1. Entitlement to attend and vote**

To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 23 February 2026 (or, if the meeting is adjourned, close of business on the date which is two business days before the adjourned meeting) shall be entitled to attend and vote at the meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**2. Website giving information regarding the meeting**

Information regarding the meeting, including the information required by Section 311A of the Act, is available from <https://oxfordmetrics.com/aim-rule-26>.

**3. Appointment of proxies**

If you are a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend and speak at the Meeting. You can appoint a proxy only using the procedures set out in these notes.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.

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.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

**4. Appointment of proxy using hard copy proxy form**

A hard copy form of proxy has not been sent to you, but you can request one directly from the registrars, MUFG Corporate Markets on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or via postal address at MUFG Corporate Markets, PXS1, Central Square, 29 Wellington St, Leeds LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

**5. Appointment of a proxy online**

You may submit your proxy electronically using the Investor Centre app (see below) or at <https://uk.investorcentre.mpms.mufg.com/>. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our registrar, MUFG Corporate Markets on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com).

Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

## 6. Appointment of proxies through crest



CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from [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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by the voting deadline of 48 hours (excluding non-working days) before the time of the 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.

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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting 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.

## 7. Appointment of proxies through Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged 48 hours prior to the time appointed for the meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

## 8. Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

## 9. Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact MUFG Corporate Markets as per the communication methods shown in note 4. 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.

## 10. Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, at the address shown in note 4. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

## 11. Corporate representatives

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

## 12. Issued shares and Total Voting Rights

As at 5 December 2025, the Company's issued share capital comprised 114,931,334 Ordinary Shares of 0.25p each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, as at the date of this notice, the total number of voting rights in the Company is 114,931,334. The website referred to in note 2 will include information on the number of shares and voting rights.

## 13. Documents on display

The copies of the Directors' letters of appointment or service contracts are normally available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the meeting and may also be inspected at the meeting venue.

### Explanatory notes

#### **Annual Report and Accounts (Resolution 1)**

The directors of the Company must present the Company's Annual Report and Accounts to the meeting.

#### **Re-appointment and remuneration of auditors (Resolutions 2 and 3)**

Resolution 2 proposes the reappointment of BDO LLP as auditors of the Company and Resolution 3 authorises the Audit and Risk Committee of the Company to set the auditors' remuneration.

#### **Declaration of a dividend (Resolution 4)**

A final dividend can only be paid after the shareholders at a general meeting have approved it.

A final dividend of 3.25 pence per Ordinary Share is recommended by the directors for payment to shareholders who are on the register of members at the close of business on 13 February 2026. If approved, the date of payment of the final dividend will be 27 March 2026.

#### **Re-election of Directors (Resolutions 5 to 10)**

The Company's Articles of Association require that all directors retire at least every three years and that all newly appointed Directors retire at the first annual general meeting following their appointment.



However, in accordance with the Principle 6(b) of the QCA Corporate Governance Code (2023), each member of the Board will retire and stand for re-election as a director. Having considered the performance of and contribution made by each of the directors standing for re-election the Board remains satisfied that the performance of each of the Directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election.

#### **Directors' authority to allot securities (Resolution 11)**

The Directors currently have authority to allot shares in the Company and to grant rights to subscribe for, or convert any securities into, shares in the Company. This authority shall expire on the passing of this resolution, or if it is not passed, 18 February 2030.

The Board is seeking, by ordinary resolution, to renew that authority to provide the Directors with flexibility to allot new shares and grant rights up until 24 February 2031.

If passed, this resolution will authorise the Directors to allot (or grant rights over) new shares in the Company in any circumstances up to a maximum aggregate nominal amount of £95,680.34, representing approximately 33% of the Company's issued Ordinary Share capital as at the close of business on 5 December 2025 (being the latest practicable date prior to publication of this document).

This level of authority is within the limits prescribed by the Investment Association and is regarded as a routine authority. The Directors presently have no intention of exercising this authority; the Board, however, considers it prudent to maintain the flexibility that it provides to enable the Directors to respond to any appropriate opportunities which may arise.

If passed by shareholders, this authority will expire on 24 February 2031, unless revoked, varied or renewed prior to this date.

The Company held no treasury shares as at the close of business on 5 December 2025.

#### **Disapplication of pre-emption rights (Resolutions 12 and 13)**

Resolutions 12 and 13 will give the Directors authority to allot Ordinary Shares pursuant to the authority granted under Resolution 11 above, for cash without complying with the pre-emption rights set out in the Act in certain circumstances.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the **Pre-Emption Principles**), which allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or has taken place in the twelve month period preceding the announcement of the issue.

Resolution 12 will permit the Directors to allot, pursuant to the authority to allot sought in Resolution 11:

- a. equity securities for cash and sell treasury shares to existing shareholders on a fully pre-emptive basis (subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit);
- b. equity securities for cash and sell treasury shares up to a maximum nominal value of £28,732.83, representing approximately 10% of the issued Ordinary Share capital of the Company as at 5 December 2025 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 13 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £28,732.83, representing approximately a further 10% of the issued Ordinary Share capital of the Company as at 5 December 2025 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolutions 12 and 13 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise.

The Board confirms that it intends to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles As noted in relation to Resolution 11 above, the Directors have no current intention of issuing Ordinary Shares.

The authority conferred by Resolutions 12 and 13 will expire upon the expiry of the authority to allot shares conferred in Resolution 11 (being 24 February 2031 or, if earlier, at the conclusion of the Company's annual general meeting held in 2027). The Directors intend to seek renewal of this authority at future annual general meetings of the Company.

#### **Authority to purchase own shares (Resolution 14)**

In certain circumstances, it may be advantageous for the Company to purchase its own shares and Resolution 14 seeks the authority from shareholders to allow the Company to continue to do so. The Directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be accretive to earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares so repurchased. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The resolution specifies the maximum number of Ordinary Shares that may be acquired and the maximum and minimum prices at which they may be bought.

Resolution 14 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next annual general meeting of the Company in 2027 or, if earlier, the date which is 15 months after the date of passing of the resolution.