

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 (as amended). If you have recently sold or transferred all of your shares in Smarttech247 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.

SMARTTECH247 GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 14385467)

NOTICE OF ANNUAL GENERAL MEETING

As an alternative to completing a hard copy form of proxy for the 2024 Annual General Meeting, shareholders can vote electronically using the link www.sharegateway.co.uk. Shareholders will need to use their personal proxy registration code as shown on the form of proxy. For further information on how to vote, please refer to the Notes to the Notice of Annual General Meeting.

Voting by proxy prior to the annual general meeting does not affect your right to attend the annual general meeting and vote in person should you so wish. Proxy votes must be received no later than 11:00 a.m. BST on 24 May 2024 or 48 hours (or, if the annual general meeting is adjourned, 48 hours before the time fixed for the adjourned AGM excluding a part of any day that is not a business day).

If you need help with voting online, please contact our registrars, Neville Registrars Limited, on 0121 585 1131 if calling from the United Kingdom or email Neville Registrars Limited at info@nevilleregistrars.co.uk. Calls will be charged at local rates. Calls made outside the United Kingdom will be charged at the applicable international rate. The lines are open between 09:00 and 17:00 Monday to Friday, excluding public holidays in England and Wales.

**LETTER FROM THE CHAIRMAN OF
SMARTTECH247 GROUP PLC**

(incorporated and registered in England and Wales under number 14385467)

Directors:
Michael Connolly
Sarah Cope
Nicholas Lee
Ronan Murphy
Raluca Saceanu

Registered Office:
165 Fleet Street
London
England
EC4A 2DY

3 May 2024

To the shareholders of Smarttech247 Group Plc (“Company”)

Dear Shareholders

Notice of Annual General Meeting 2024

I enclose the formal notice of the 2024 Annual General Meeting (“**Notice of Annual General Meeting**” or “**AGM Notice**”) of Smarttech247 Group Plc to be held on 29 May 2024 at 11:00 a.m. BST at the offices of Memery Crystal, 165 Fleet Street, London, EC4A 2DY.

The Annual General Meeting (“**AGM**”) will deal with the business set out in the AGM Notice. An explanation of each of the resolutions set out in the AGM Notice is included on pages 10 to 11. The Directors consider each resolution to be proposed at the AGM would promote the success of the Company for the benefit of its members as a whole, and unanimously recommends shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

Ronan Murphy
Chairman
3 May 2024

COMPANY NUMBER: 14385467

SMARTTECH247 GROUP PLC (THE "COMPANY")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of the Company will be held at the offices of Memery Crystal, 165 Fleet Street, London, EC4A 2DY on 29 May 2024 at 11:00 a.m. BST for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 8 will be proposed as ordinary resolutions and Resolutions 9 and 10 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the annual report and accounts for the twelve months ended 31 July 2023, together with the reports of the Directors of the Company ("**Directors**") and the auditor.
2. To re-appoint PKF Littlejohn LLP as auditor to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 ("**CA 2006**") are complied with and to authorise the to fix its remuneration.
3. To re-elect Michael Connolly as a Director, who retires in accordance with the provisions of the Company's articles of association.
4. To re-elect Sarah Cope as a Director, who retires in accordance with the provisions of the Company's articles of association.
5. To re-elect Nicholas Lee as a Director, who retires in accordance with the provisions of the Company's articles of association.
6. To re-elect Ronan Murphy as a Director, who retires in accordance with the provisions of the Company's articles of association.
7. To re-elect Raluca Saceanu as a Director, who retires in accordance with the provisions of the Company's articles of association.
8. That the Directors be generally and unconditionally authorised in accordance with section 551 of the CA 2006 to allot ordinary shares of £0.01 each in the share capital of the Company ("**Ordinary Shares**") or grant rights to subscribe for or to convert any security into shares in the Company (together "**Rights**") up to a maximum nominal amount of £310,198 (representing approximately 25 per cent. of the issued ordinary share capital of the Company as at 2 May 2024, being the latest practicable date prior to publication of this notice) to such persons at such times and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025, save that the Company may at any time before such expiry make an offer or agreement which might require Ordinary Shares to be allotted or Rights to be granted after such expiry and the directors may allot Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

9. THAT, subject to the passing of Resolution 8 above, the Directors be generally empowered pursuant to section 570 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) for cash as if section 561(1) of the CA 2006 did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 8 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or any other offer to:
 - (i) holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) 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;

- (b) the allotment of equity securities pursuant to the terms of any share scheme for Directors and employees of the Company or any of its subsidiaries; and
- (c) the allotment (otherwise than pursuant to sub-paragraph (a) and (b) above) of equity securities up to an aggregate nominal amount of £310,198 being approximately 25 per cent. of the Company's issued share capital (as at 2 May 2024, being the latest practicable date prior to publication of this notice) and the power hereby conferred shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2025 and the date falling 15 months from the date of the passing of this Resolution (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power hereby conferred has expired.

10. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the CA 2006, to make market purchases (as defined in section 693(4) of the CA 2006) of Ordinary Shares provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 12,407,898 (representing approximately 10 per cent. of the Company's issued ordinary share capital);
- (b) the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 1 pence per Ordinary Share, being the nominal amount thereof;
- (c) the maximum price which may be paid for each Ordinary Share is the higher of (i) 105 per cent. of the average of the middle market quotations of the Ordinary Shares as derived from

the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues on which the purchase is carried out; and

- (d) the authority shall expire at the conclusion of the annual general meeting of the Company held in 2025 or, if earlier, at the close of business on falling 15 months from the date of the passing of this Resolution (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

By order of the board

Martin Desmond
Company Secretary

Registered office:

165 Fleet Street
London
England
EC4A 2DY

Date: 3 May 2024

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at the close of business on 24 May 2024 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM excluding a part of any day that is not a business day) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

Appointment of proxies

- A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company.
- Your proxy appointment form must be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, United Kingdom not less than 48 hours before the time appointed for the AGM or any adjourned meeting.
- 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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.
- You can vote either:
 - by logging on to www.sharegateway.co.uk and following the instructions;
 - by completing and returning the enclosed hard copy form of proxy to our registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, United Kingdom; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
- In each case the appointment of a proxy must be received Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, United Kingdom 11:00 a.m. BST on 24 May 2024.
- Under the Company's articles of association, the return of a form of proxy or any CREST Proxy Instruction will not preclude a member from attending and voting at the meeting in person if they wish to do so.
- 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 photocopy the proxy form.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the

procedures described in the CREST manual. 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 to be 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 (Neville Registrars Limited, ID: 7RA11) not less than 48 hours before the time appointed for the meeting or any 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.
- 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.
- 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).

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 time for receipt of proxy appointments (see above) will 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 our registrars, Neville Registrars Limited on telephone number: 0121 585 1131 or email Neville Registrars Limited at info@nevilleregistrars.co.uk. Calls will be charged at local rates. Calls made outside the United

Kingdom will be charged at the applicable international rate. The lines are open between 09:00 and 17:00 Monday to Friday, excluding public holidays in England and Wales.

- 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.

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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, United Kingdom. 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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, United Kingdom, no later than 48 hours prior to the meeting (or any adjournment thereof).
- 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.
- Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

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.

Issued shares and total voting rights

- As at close of business on 2 May 2024 (being the latest practical date prior to the publication of the AGM Notice), the Company's issued ordinary share capital comprised 124,078,982 Ordinary Shares of £0.01 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 2 May 2024 is 124,078,982.

Communication

- Except as provided above, members who have general queries about the AGM should contact the Company Secretary at Smarttech247 Group Plc, 165 Fleet Street, London, EC4A 2DY or on +353 21 206 6033 (no other methods of communication will be accepted). You may not use any electronic address provided either:
 - in this AGM Notice; or

- any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast in person or by proxy must be in favour of the Resolution. Resolutions 9 and 10 are proposed as special resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1

This Resolution is to receive and adopt the reports of the directors of the Company (“**Directors**”) and the auditor and accounts for the twelve months ended 31 July 2023, which accompany this document.

Resolution 2

This is a Resolution to re-appoint PKF Littlejohn LLP as auditor of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration.

Resolutions 3 to 7

Michael Connolly, Sarah Cope, Nicholas Lee, Ronan Murphy and Raluca Saceanu are each retiring as a Director at the annual general meeting in accordance with the provisions of the Company’s articles of association and standing for re-appointment.

If each of these Resolutions are separately passed, the respective individual will be re-appointed as a Director of the Company.

Resolution 8

This Resolution, if passed, would authorise the Directors to allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £310,198 representing approximately 25 per cent. of the current issued ordinary share capital of the Company as at 2 May 2024, being the latest practical date prior to the publication of the AGM Notice. The authority being sought in Resolution 8 replaces all previous authorities.

The authority will expire on the earlier of 15 months from the date the Resolution is passed or the conclusion of the Company’s annual general meeting in 2025.

Resolution 9

This Resolution, which is conditional upon Resolution 8 being passed, would give the Directors the authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholding.

This authority would be limited to allotments or sales in connection with:

- (i) pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Directors would otherwise consider necessary;
- (ii) employee share schemes; and
- (iii) otherwise than pursuant to (i) and (ii) above an aggregate nominal amount of £310,198 (representing approximately 25 per cent. of the issued ordinary share capital of the Company as at 2 May 2024, being the latest practical date prior to the publication of the AGM Notice).

As with Resolution 8, the authority being sought pursuant to Resolution 9 replaces all previous authorities.

The authority and power pursuant to Resolution 9 will expire on the earlier of 15 months from the date of Resolution 9 being passed or the conclusion of the Company's annual general meeting in 2025.

Resolution 10

This Resolution proposes to seek authority for the Company to make market purchases of its own ordinary shares up to a maximum of 12,407,898 Ordinary Shares, representing approximately 10 per cent. of the issued ordinary share capital as at 2 May 2024, being the latest practical date prior to the publication of the AGM Notice. The authority requested would expire 15 months from the date of Resolution 10 being passed or the conclusion of the Company's annual general meeting in 2025.

Ordinary Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 1p, being the par value of an Ordinary Share. The maximum price, exclusive of expenses, which may be paid for each Ordinary Share purchased in the market is the higher of (i) an amount equal to 105 per cent. of the average market value for an Ordinary Share for the five business days immediately preceding the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange.

In reaching a decision to purchase Ordinary Shares, the directors of the Company will take account of the Company's cash resources and capital and the general effect of such purchase on the Company's business. The authority would only be exercised by the directors of the Company if they consider it to be in the best interests of the shareholders generally and if the purchase could be expected to result in an increase in earnings per ordinary share.

The directors of the Company have no present intention of using the authority. However, the directors of the Company consider that it is in the best interests of the Company and its shareholders as a whole that the Company should have flexibility to buy back its own shares should the directors of the Company in the future consider that it is appropriate to do so.