

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS DOCUMENT CONTAINS PROPOSALS WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF THE TRADING OF ORDINARY SHARES ON THE AIM MARKET OF THE LONDON STOCK EXCHANGE.

If you are in any doubt about the contents of this document or about what action to take, you are recommended immediately to seek your own professional advice from your stockbroker, solicitor, accountant or other financial adviser duly authorised under the Financial Services and Markets Act 2000 who specialises in advising upon investments in shares and other securities.

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected. However, this document and any accompanying documents should not be sent or transmitted in or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations including, but not limited to, the United States, Canada, Japan, Australia, the Republic of Ireland or the Republic of South Africa.

This document does not constitute a prospectus for the purposes of the Prospectus Regulation Rules made by the Financial Conduct Authority of the United Kingdom (the “FCA”) pursuant to sections 73A(1) and (4) of the FSMA and accordingly this document has not been, and will not be, approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of the FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

Smarttech247 Group plc
*(Incorporated in England & Wales under the Companies Act 2006 with
Registered No. 14385467)*

Cancellation of admission of Ordinary Shares to trading on AIM
Re-registration as a private limited company
Adoption of New Articles
and
Notice of General Meeting

SPARK Advisory Partners Limited (“SPARK”), which is authorised and regulated by the Financial Conduct Authority, is acting exclusively for the Company and no-one else in connection with the De-Listing and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to therein. SPARK makes no representation or warranty, express or implied, as to the contents of this document and SPARK does not accept any liability whatsoever for the accuracy of or opinions contained (or for the omission of any material information) in this document and shall not be responsible for the contents of this document. Nothing in this paragraph shall serve to exclude or limit any responsibilities which SPARK may have under FSMA or the regulatory regime established thereunder.

You are recommended to read the whole of this document. In particular, your attention is drawn to the letter to Shareholders from the Chairman of the Company set out in Part I of this document which explains the background to and reasons for the Proposals and which contains a recommendation from the Directors that you vote in favour of the Resolutions to be proposed at the GM.

The Proposals described in this document are conditional, *inter alia*, on the approval of Shareholders at the General Meeting. Notice of the General Meeting to be held at 11:00am on 23 October 2025 at the offices of Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London WC2A 3TH is set out at the end of this document. Whether or not you are able to attend the General Meeting in person, please, as an alternative to completing a hard copy form of proxy, vote online through the website of our registrar, Neville Registrars Limited at www.sharegateway.co.uk. Shareholders will need to use their personal proxy registration code as shown on the form of proxy to facilitate this. An online vote or hard copy form of proxy (included with this Circular) must be received by no later than 48 hours (excluding non-working days) prior to the time set for the meeting. You are urged to complete a valid proxy instruction so as to arrive as soon as possible and in any event not later than 11:00am on 21 October 2025. Please see the ‘Action to be Taken’ section of the letter from the chairman for further information. Copies of this document will be available free of charge during normal business hours on any Business Day at the offices of the Company’s solicitors, Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH, from the date of this document until close of business on 22 October 2025 and at the Company’s website www.smarttech247.com.

The contents of this document are not to be construed as legal, business or tax advice. Each shareholder should consult his/her or its own legal advisers, financial advisers or tax advisers.

Information regarding forwarding-looking statements

This document contains a number of forward-looking statements relating to the Company. The Company considers any statements that are not historical facts as “forward-looking statements”. They relate to events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of the Company to differ materially from the information as presented in the relevant forward-looking statement. When used in this document the words “estimate”, “project”, “intend”, “aim”, “anticipate”, “believe”, “expect”, “should”, and similar expressions, as they relate to the Company or the management of it, are intended to identify such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. The Company does not undertake any obligation publicly to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the AIM Rules and other regulations.

A copy of this document is available at the Company’s website – www.smarttech247.com. Neither the content of the Company’s website nor any website accessible by hyperlinks to the Company’s website is incorporated in, or forms part of, this document.

The date of this document is 6 October 2025.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	3
DEFINITIONS	7
PART I: Letter from the Independent Directors of Smarttech247 Group plc	8
PART II: The Takeover Code	17
PART III: Additional Information	19
PART IV: Principal Effects of Re-registration and adoption of New Articles on Shareholders	20
NOTICE OF GENERAL MEETING	22

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of proposed De-Listing pursuant to Rule 41	26 September 2025
Publication of this Document	6 October 2025
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	11:00a.m. on 21 October 2025
General Meeting	11:00a.m. on 23 October 2025
Expected last day of dealings in Ordinary Shares on AIM	3 November 2025
Expected time and date of De-Listing	07.00 a.m. 4 November 2025
Matched Bargain Facility for Ordinary Shares expected to commence	4 November 2025
Re-registration as a private company	By 10 November 2025

The Company reserves the right to alter the date and times referred to above. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.

All times are references to London time.

All events in the above timetable following the GM are conditional, inter alia, upon the approval of all the Resolutions.

The De-Listing requires the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.

If you have any questions, you should contact Neville Registrars Limited on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.00 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Neville Registrars Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

DEFINITIONS

The following shall apply throughout this document unless the context otherwise requires:-

“Act”	the Companies Act 2006;
“acting in concert”	has the meaning given to it in the Takeover Code;
“AIM”	a market operated by the London Stock Exchange;
“AIM Rules”	the “AIM Rules for Companies” published by the London Stock Exchange from time to time;
“Articles”	the articles of association of the Company, as amended from time to time;
“Annualised Recurring Revenue” or “ARR”	determined by calculating the monthly revenue in relation to those contracts with customers of the Company with a term of at least a year from the date of this circular, and then calculating the 12 month equivalent;
“Board”	the board of directors of the Company, as set out on page 8;
“Business Day”	a day, not being a public holiday, Saturday or Sunday on which clearing banks in London are open for business;
“City Code” or “Takeover Code”	the UK City Code on Takeovers and Mergers;
“Company”	Smarttech247 Group plc;
“CREST” or “CREST System”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & International Limited is the Operator (as defined in the Regulations);
“CREST Manual”	the compendium of documents entitled “CREST Manual” issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, the CREST Rules (including CREST Rule 8), the CREST CCSS Operating Manual and the CREST Glossary of Terms;
“CREST member”	a person who has been admitted to CREST as a system-member (as defined in the CREST Manual);

“CREST member account ID”	the identification code or number attached to a member account in CREST;
“CREST participant”	a person who is, in relation to CREST, a system-participant (as defined in the CREST regulations);
“CREST participant ID”	shall have the meaning given in the CREST Manual issued by Euroclear;
“CREST payment”	shall have the meaning given in the CREST Manual issued by Euroclear;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time);
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor;
“CREST sponsored Member”	a CREST member admitted to CREST as a sponsored member;
“De-Listing”	the proposed cancellation of admission of the Ordinary Shares to trading on AIM, subject to passing of Resolution numbered 1 at the General Meeting and in accordance with Rule 41 of the AIM Rules;
“Directors”	the directors of the Company (each being a “Director”);
“Disclosure and Transparency Rules”	The Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority from time to time;
“Disclosure date”	2 October 2025, being the latest practicable date prior to the publication of this document;
“Euroclear”	Euroclear UK & International Limited;
“Form of Proxy” or “Proxy Form”	the individual form of proxy for use by Ordinary Shareholders in connection with the General Meeting;
“Founder”	Ronan Murphy;
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time;
“General Meeting” or “GM”	the general meeting of the Company convened for 11:00am on 23 October 2025, notice of which is set out at the end of this document (including any adjournment of such meeting);

“Group”	the Company and its subsidiary undertakings (as defined in the Act);
“Independent Directors”	Sarah Cope and Michael Connolly;
“IPO”	initial public offering;
“ISIN”	International Securities Identification Number;
“JP Jenkins”	a trading name of InfnitX Limited and an appointed representative of Prosper Capital LLP, which is authorised and regulated by the FCA;
“Matched Bargain Facility”	the unregulated matched bargain trading facility to be put in place by the Company with JP Jenkins subject to the passing of the Resolutions as described in paragraph 5.2 of Part 1 of this Circular;
“Money Laundering Regulations”	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended and supplemented);
“New Articles”	the new articles of association of the Company proposed to be adopted pursuant to Resolution 2 to be proposed at the General Meeting;
“Notice of General Meeting”	the Notice of General Meeting set out at the end of this document;
“Ordinary Shareholders”	holders of Ordinary Shares;
“Ordinary Shares”	ordinary shares of 1 penny each in the capital of the Company;
“Proposals”	together the De-Listing, Re-registration and the adoption of the New Articles all as described in this document;
“Registrar”	Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD;
“Register”	the register of members of the Company;
“Relationship Agreement”	the agreement dated 30 November 2022 between (1) the Company; (2) the Founder and Amplified Technologies Limited; and (3) SPARK Advisory Partners Limited;
“Re-registration”	the re-registration of the Company as a private limited company;
“Resolutions”	the resolutions to be tabled at the General Meeting;

“Shareholders”	the holders of Ordinary Shares and “Shareholder” shall mean any one of them;
“Significant Shareholder”	Amplified Technologies Limited (of which the Founder is sole shareholder);
“Takeover Panel” or “Panel”	the UK Panel on Takeovers and Mergers;
“UK MAR”	the UK version of Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse as it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 as amended; and
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.

All references in this document to specified times are to London time.

All references in this document to “£” or “pence” are to the lawful currency of the United Kingdom.

All references in this document to “\$” or “cent” are to the lawful currency of the United States of America.

All references in this document to “€” or “cent) are to the lawful currency of Republic of Ireland.

All references to legislation in this document are to English legislation unless the contrary is indicated.

PART I

LETTER FROM THE INDEPENDENT DIRECTORS OF SMARTTECH 247 GROUP PLC

(Registered in England and Wales, Registered No. 14385467)

*85 Great Portland Street First Floor, 85 Great Portland Street, London,
England, W1W 7LT*

Ronan Murphy (*Executive Chairman*)
Raluca Saceanu (*Chief Executive Officer*)
Nicholas Lee (*Chief Financial Officer*)
Sarah Cope (*Independent Non-Executive Director*)
Michael Connolly (*Independent Non-Executive Director*)

Dear Shareholder

6 October 2025

Cancellation of admission of Ordinary Shares to trading on AIM

Re-registration as a private limited company

Adoption of New Articles

and

Notice of General Meeting

1. Introduction

The Company has today announced proposals (the “**Proposals**”) to:

- cancel the admission of its Ordinary Shares to trading on AIM;
- re-register the Company as a private limited company; and
- adopt new articles of association for the Company.

This letter sets out the background to, and reasons for, the Proposals.

The implementation of the Proposals is conditional, *inter alia*, upon all of the Resolutions being passed at the GM to be held at 11:00am on 23 October 2025. The Notice of General Meeting convening the General Meeting at which the Resolutions will be proposed is set out at the end of this document.

Shareholders should note that unless all the Resolutions are approved at the General Meeting, the De-Listing will not occur as currently proposed.

2. BACKGROUND TO THE PROPOSALS

The Company was admitted to trading on AIM in December 2022 (“Admission”). Since then, its strategy has delivered continual growth in the number of global MDR clients serviced and a material increase in revenue generated. The Company has an excellent client retention rate and provides solutions to enterprise customers, some of which are Fortune 150-500 companies. The Company’s recurring revenue

has increased since the time of admission to trading on AIM in December 2022 and, in the last financial year FY2024, the Company's total annual revenues had grown to €13.2 million.

The Company operates in a highly attractive and high growth sector and, over this period, it has secured numerous multi-year client contracts from organisations such as leading universities, pharmaceutical companies, government and automotive companies.

However, notwithstanding all of the above, the Company's share price has reduced significantly since Admission, with limited liquidity over this period. In addition, no tangible benefits have arisen in the Company's view from the trading of its shares on AIM. In particular, a key benefit of a listing was the anticipated use of the Company's shares as acquisition currency, however, at this level of valuation, the Board could not justify the significant dilution to existing shareholders associated with issuing new shares to make such an acquisition.

The Board therefore believes that continued growth can be better achieved as a private company and that the costs and management time currently associated with maintaining a public listing can be reinvested into high-impact areas of the business focused on growing client numbers, revenue and margins. The Board also believes that the Company is a growing business in an attractive high-growth sector and therefore that the current valuation attributed to it by the public market undervalues its prospects, making it an attractive acquisition opportunity, at a value which does not properly reflect the Company's future prospects and real potential. The Board believes strongly that if an acquisition of the Company is considered by any third parties, that a considerably higher valuation would be secured in a de-listed environment than if the Company remained quoted, which would ultimately benefit all Shareholders.

3. De-Listing

3.1 Reasons for the De-Listing

The Board has conducted a review of the benefits and drawbacks to the Group in retaining its AIM quotation and maintaining its existing corporate structure. The Board believes that the De-Listing is in the best interests of the Company and its Shareholders as a whole. In reaching this conclusion, the Board has considered the following key factors:

1. Unlocking scalable growth capital

The Company has demonstrated robust financial performance, with increasing overall revenue and a significant increase in Annualised Recurring Revenue since its admission to AIM. To sustain and build on this trajectory, the Company believes that it can access more focused private capital at a better valuation than would currently be available to it as an AIM-quoted company. The public market has to date, proven less suited to this objective due to the predominance of smaller-scale retail investment and valuation currently ascribed to it.

2. Realising true valuation potential

Despite strong fundamentals, including a growing sales pipeline, multiple new multi-year contracts, and an expanding international customer base, the Company believes that its current public market valuation does not fully reflect its intrinsic value or future potential. The share price performance and subsequent valuation placed on the Company since admission to AIM has reduced in a sustained manner. Being a private company will allow the Company to engage with investors who take a longer-term view and value the business based on its strategic positioning, recurring revenue model and technological innovation. This is consistent with enabling the Company to achieve its

longer-term strategic goals in order to maximise value for stakeholders rather than pursuing shorter-term returns

The Board therefore believes that the interests of all Shareholders will be better served in an off-market context whereby the Company can continue to focus on high growth levels and the potential to provide all Shareholders with a liquidity event that fairly reflects the true value of the business and its global significance in this sector.

3. Lack of share liquidity

Over the past three years, the Directors consider that the AIM market has experienced a significant decline in overall performance and investor engagement. The number of small-cap publicly traded companies in the UK has steadily declined, notably on AIM, from which over 150 companies have left, since the Company floated in December 2022.

There is, and has been for some time, a lack of liquidity in the Ordinary Shares such that there is a very limited market for the Ordinary Shares. Over the past 12 months approximately 13.0 million Ordinary Shares were traded, representing approximately 10.5 per cent. of the current issued share capital and giving an average daily volume of approximately 51k Ordinary Shares.

Against this backdrop, the Directors believe that the costs and constraints of remaining on AIM are no longer justified and that the Company is better positioned to execute its strategic objectives and deliver long-term value as a private entity.

4. Listing and compliance costs

Overall, the management time, the significant associated additional adviser costs and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM has become, in the Directors' opinion, immensely disproportionate to the benefits to the Company. The Directors believe that the De-Listing will assist in improving margins and allow the executives to focus on operational excellence without the additional legal and regulatory burdens imposed by the Company's current listed status.

3.2 Effect of the De-Listing

The principal effects of the De-Listing will be that:

- Shareholders will no longer be able to buy and sell Ordinary Shares through a public stock market (other than a limited off-market mechanism provided by the Matched Bargain Facility), arguably further reducing the liquidity in the Ordinary Shares;
- the Company will no longer be required to announce material events or interim results;
- the Company will no longer be required to comply with many of the corporate governance requirements applicable to companies traded on AIM;
- the Company will no longer be subject to the Disclosure Guidance and Transparency Rules and will therefore no longer be required to disclose major shareholdings in the Company;
- the Company will no longer be subject to the AIM Rules, with the consequence that Shareholders will no longer be afforded the protections given by the AIM Rules. Such protections include a requirement to obtain shareholder approval for reverse takeovers and fundamental changes in

the Company's business and to announce, *inter alia*, certain substantial and/ or related party transactions; and

- the De-Listing may have either positive or negative taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent adviser immediately.

Shareholders should note that the City Code will continue to apply to the Company for two years following the De-Listing. The Company will continue to be bound by the Act (which requires Shareholders' approval for certain matters) following the De-Listing.

3.3 De-Listing Process

Under the AIM Rules, the De-Listing can only be effected by the Company after securing a special resolution of Shareholders in a general meeting and the expiry of a period of 20 clear Business Days from the date on which notice of the De-Listing is given to the London Stock Exchange.

In addition, a period of at least five clear Business Days following Shareholders' approval of the De-Listing is required before the De-Listing may become effective. The Resolutions seek (amongst other matters) the approval of Shareholders for the De-Listing. Assuming that the Resolutions are approved, it is proposed that the De-Listing will take place at 07:00 a.m. on 4 November 2025.

3.4 Ordinary Share dealing Prior to De-Listing

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the De-Listing becoming effective. As noted above, in the event that Shareholders approve the De-Listing, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 3 November and that the effective date of the De-Listing will be 07:00 a.m. on 4 November 2025.

3.5 Process for Re-registration

Following the De-Listing, the Directors believe that the requirements and associated costs of the Company maintaining its public company status will be difficult to justify and that the Company will benefit from the more flexible requirements and lower costs associated with private limited company status. It is therefore proposed to re-register the Company as a private limited company in accordance with the Act. In connection with the Re-registration, it is proposed that the New Articles be adopted to reflect the change in the status of the Company to a private limited company. The principal effects of the Re-registration and amendment to the current Articles on the rights and obligations of Shareholders and the Company are summarised in Part IV of this document.

A copy of the New Articles accompanies this document and can be found at www.smarttech247.com.

Under the Act and the current Articles, the Re-registration and the adoption of the New Articles must be approved by Shareholders holding not less than 75 per cent. of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out in this document contains a special resolution to approve the Re-registration and adopt the New Articles.

If the Resolutions are approved at the General Meeting, an application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company once the De-Listing has occurred. Re-registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-registration. The Registrar of Companies will issue the certificate of incorporation on

Re-registration when it is satisfied that no valid application can be made to cancel Resolution 2 or such that any such application to cancel Resolution 2 has been determined and confirmed by the court.

If the Resolutions are passed at the General Meeting, it is anticipated that the Re-registration will become effective during the week commencing 3 November 2025.

3.6 Views of the Independent Directors

At the time of the Company's IPO, the Company entered into the Relationship Agreement with the Founder, the Significant Shareholder and SPARK. The Relationship Agreement functions to enable the Company to act independently of the Significant Shareholder and in the best interests of all Shareholders, and to ensure that all transactions and arrangements between the Company, the Founder and/or the Significant Shareholder are carried out on an arm's length basis. One of the key restrictions in the Relationship Agreement is that the Significant Shareholder cannot exercise its voting rights in respect of any resolution to cancel the Company's AIM admitted status, other than with the consent of the Independent Directors.

The Independent Directors believe that the Proposals are in the interests of both the Company and its Shareholders. Although the Independent Directors are aware that some Shareholders may be concerned about a de-listing from AIM, and the consequent reduction in immediate liquidity, it sees little prospect in the near to medium term for the Company to achieve a valuation while listed on AIM that reflects the Company's actual performance and future potential, demonstrated through sustained growth of ARR and continued penetration of a fast-growing market. The Company has been recognised independently as one of the leading players in the digital risk protection sector and the Independent Directors believe that the Shareholders will be more likely to achieve a positive outcome as a de-listed company where it is likely to command higher valuations based on realistic ARR multiples.

As a result, the Independent Directors have agreed to consent to allowing the Significant Shareholder to vote on Resolution 1, as they consider it to be in the best interests of all Shareholders.

4. Provision of information, services and facilities following the De-Listing

The Company currently intends to continue to provide certain information, services and facilities to Shareholders following the De-Listing. The Company will:

- continue to communicate information about the Company (including annual accounts) to its Shareholders, as required by the Companies Act;
- continue, following the De-Listing and for the foreseeable future, to maintain its website, www.smarttech247.com and to post updates on the website from time to time, although Shareholders should be aware that there will be no obligation on the Company to include all of the information required under AIM Rule 26 and UK MAR or to update the website as currently required by the AIM Rules; and
- for at least six months following the De-Listing make available to Shareholders, through JP Jenkins, the Matched Bargain Facility (as further described below) which will allow Shareholders to buy and sell Ordinary Shares on a matched bargain basis following the De-Listing.

5. Transactions in the Ordinary Shares prior to and post the proposed De-Listing

5.1 Prior to the De-Listing

Shareholders should note that they are able to continue trading in the Ordinary Shares on AIM prior to the De-Listing.

5.2 Following the De-Listing

The Company has made arrangements for a Matched Bargain Facility to assist Shareholders to trade in the Ordinary Shares to be put in place from the date of the De-Listing, if the Resolutions are passed. The Matched Bargain Facility will be provided by JP Jenkins. JP Jenkins is a liquidity venue for unlisted or unquoted assets in companies, enabling shareholders and prospective investors to buy and sell equity on a matched bargain basis.

Under the Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares will be able to leave an indication with JP Jenkins, through their stockbroker (JP Jenkins is unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. In the event that JP Jenkins is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain (trade). Shareholdings remain in CREST and can be traded during normal business hours via a UK regulated stockbroker. Should the De-Listing become effective, and the Company puts in place the Matched Bargain Facility, details will be made available to Shareholders on the Company's website at www.smarttech247.com.

Following the De-Listing, the provision of the Matched Bargain Facility will be kept under review by the Board and, in determining whether to continue to offer a Matched Bargain Facility, the Company shall consider expected (and communicated) Shareholder demand for such a facility as well as the composition of the Company's register of members and the costs to the Company and Shareholders. Shareholders should therefore note that there can be no certainty that the Matched Bargain Facility will continue to be in place for an extended period of time following the De-Listing although it is the Board's expectation that this will be in place for a minimum of six months following the De-Listing.

There can be no guarantee as to the level of the liquidity or marketability of the Ordinary Shares under the Matched Bargain Facility, or the level of difficulty for Shareholders seeking to realise their investment under the Matched Bargain Facility.

Before giving your consent to the De-Listing, you may want to take independent professional advice from an appropriate independent financial adviser.

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the De-Listing becoming effective. As noted above, in the event that Shareholders approve the De-Listing, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 3 November 2025 and that the effective date of the De-Listing will be 07.00 a.m. on 4 November 2025.

6. Current Trading

The Company published its unaudited interim results for the six month period ended 31 January 2025 on 28 April 2025. The Half-Year Report is available to download from the Company's website at <https://polaris.brighterir.com/public/smarttech247/news/rns/story/rn3g0jw>.

The Company published a trading update notification, through RNS on 26 September 2025, focusing on the second half of FY2025 and an update on the Company's current trading and outlook. That announcement is reproduced below.

"Certain information contained within this Announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 ("MAR") as applied in

the United Kingdom. Upon publication of this Announcement, this information is now considered to be in the public domain.

26 September 2025

Smarttech247 Group PLC

("Smarttech247", the "Group" or the "Company")

Year-end trading update and proposed delisting

Smarttech247 (AIM: S247), a multi-award-winning provider of AI-enhanced cybersecurity services providing automated managed detection and response for a portfolio of international clients, announces a trading update for the year to 31 July 2025 ("FY2025"). The Board is also announcing a proposed cancellation of the Company's admission to trading on AIM.

This financial year has been another period of further strategic development for the Group. We have secured major new customer contracts and expanded our platform and product offerings. Notably, we have entered into new agreements with leading companies across the automotive, hospital, pharmaceutical, financial services, security, transport and public sectors. Furthermore, we have become an elite partner to Splunk, enhancing our service and platform capabilities.

Notable Wins in FY2025

The Company has secured numerous multi-year contracts during FY2025. Notable wins and renewals include:

- Extension of Irish hospital contract (€500k over 4 years).
- Appointed to London airport cybersecurity framework (potential £7m over 5 years).
- 3-year MDR contract with Irish hospital group (€210k).
- 1-year automotive renewal (€1m).
- 3-year MDR renewal & service expansion with global pharma business (\$2.87m).
- 1-year renewal with large US automotive client (\$405k).
- 2-year VisionX MDR renewal with Irish financial services firm (€343k).
- 3-year data security contract with US motion control leader (\$548k).
- 3-year extension with Irish hospital (€92k).
- 2 new 3-year NoPhish email security contracts (€53k).

These contract wins showcase not only the Company's progress at extending its client wins but also an excellent client retention rate within its MDR clients, clearly demonstrating the quality of the service that we provide.

Against this background, we are therefore pleased to report that we expect revenue for the year ended 31 July 2025 to be ahead of market guidance.

Furthermore, recurring revenue for FY2025 represents approximately 74% of total unaudited revenues for the year compared to 61% for FY2024, which is a key performance indicator reflecting the Group's growing strength and resilience. This significant increase underscores our success in securing long-term, sustainable revenue streams, and it positions us strongly for continued expansion in the coming years. Also, during the year, we sold our shareholding in Getvisibility, resulting in a significant profit, and a cash inflow to the Group of €1.8 million, which has enhanced the Group's financial position.

Margins have been slightly softer than originally anticipated, which is expected to result in trading EBITDA and operating profit to be less than current market guidance for the period. If the profit from the sale of the Company's stake in Getvisibility were included, overall EBITDA would be more in line with market guidance. The Board has initiated a programme to drive operational efficiency through increased automation and a sharper focus on higher-margin Managed Detection and Response services. With the continued growth in our percentage of recurring revenue, these actions are expected to enhance scalability and support sustained margin improvement over time.

Outlook

Our positive momentum has continued into FY2026 with a number of further contract wins. In particular, we have just secured a 4-year VisionX MDR contract with a major UK transportation services company worth approximately £715,000. The Company has also received a letter of intent for a 3-year MDR contract with a leading European bank. Smarttech247 has also secured a 1-year deal with a public transportation company and a 1-year deal with a major UK airport, both for dark web monitoring services, with a combined worth of €80,000. The Company has also won a 6-month MDR contract with a global aviation services company (worth €180,000, with a potential 3-year extension due in January 2026).

The sales pipeline also continues to increase compared to the previous period, thereby building momentum and positioning us for continued success. With several new contracts, as described above, we expect the positive impact of these wins to be realised progressively in our recurring revenue during this current financial year and into the next. Going forward, the Company remains well-positioned and well-funded for growth in an exciting sector and with a customer base that clearly values the services that the Company is able to provide.

Proposed Delisting and Strategic Rationale

The Board has carefully considered the benefits and drawbacks of maintaining the Company's public quotation and has concluded that the Group is significantly undervalued on public markets, despite its year-on-year revenue growth, technological advancement and strategic progress. The Directors therefore believe that a delisting would be in the best interests of shareholders and the Company as a whole.

The Board believes that a delisting should provide greater strategic flexibility for the Group as it looks to grow in what remains a competitive sector, reduce the costs and regulatory burdens associated with maintaining a public quotation, and allow management to focus more resources on driving long-term growth. Cancellation of admission to trading on AIM, requires the approval of shareholders in a general meeting.

To support shareholder liquidity, the Company intends to establish a matched bargain facility to enable ongoing trading of shares on a matched basis following the delisting.

Further details of the proposed delisting and the facility will be provided in a shareholder circular, together with the notice of general meeting, to be published in due course.

Further announcements will be made as appropriate.

Raluca Saceanu, CEO of Smarttech247, commented:

"We are immensely proud of the progress we are making. Revenues are ahead of expectations, our pipeline has never been stronger, and the contracts we have secured put us in an excellent position to deliver sustainable growth. Despite this momentum and the clear opportunities ahead, we believe the Company is better positioned to achieve its ambitions as a private business. The potential delisting will allow us to focus more resources on our strategy, enhance our flexibility, and continue building long-term value for our shareholders."

For further information please contact:

Smarttech247 Group PLC

Tel: +353 21 206 6033

Ronan Murphy, Executive Chairman

Raluca Saceanu, Chief Executive Officer

Nicholas Lee, Finance Director

SPARK Advisory Partners Limited - Nominated Adviser

Tel: + 44 (0) 20 3368 3550

Mark Brady/Angus Campbell

Cavendish Capital Markets Limited - Corporate Broker

Tel: +44 (0) 20 7220 0500

Marc Milmo/Hamish Waller

Tim Redfern/Sunila de Silva

Yellow Jersey PR

Tel: +44 (0) 20 3004 9512

Charles Goodwin/Annabelle Wills/Bessie Elliot

About Smarttech247

Smarttech247 is a multi-award winning automated MDR (Managed Detection & Response) company. Its platform is trusted by international organisations and provides threat intelligence with managed detection and response to provide actionable insights, 24/7 threat detection, investigation and response.

The Group's services are geared towards proactive prevention, and it achieves this by utilising the latest technologies, along with an experienced incident response team. In recognition of its innovative technology.

Smarttech247's offices are located in Ireland, United Kingdom, Romania, Poland and the USA. The Company was admitted to trading on the London Stock Exchange on 15 December 2022.

For further information please visit www.smarttech247.com

Outlook

Smarttech247 finished the second half of FY2025 and entered FY2026 capitalising on strong momentum: new wins, growing revenues, high-value multi-year contracts, new partnerships, and award-winning recognition. With recurring revenue growth, robust liquidity, and an expanding sales pipeline, the company is well-positioned for sustained expansion and value creation.

Looking ahead, the Company's strategy will focus on expanding market share in a fast-evolving and opportunity-rich cybersecurity sector. Capital will be allocated to scale commercial and marketing functions in areas with proven traction and high ROI, alongside accelerating innovation within the VisionX platform. Key priorities include enhancing customer success to drive ARR retention and upsell, scaling go-to-market operations, and expanding into high-value sectors such as healthcare, manufacturing, and financial services.

At the same time, Smarttech247 will continue disciplined operational execution, driving efficiency gains, reducing cash burn, and investing in automation and vendor integrations, while strengthening the leadership team. This balanced approach will reinforce the Company's competitive positioning, enhance long-term profitability, and deliver sustained shareholder value.

7. Proposals to be voted on at the General Meeting

For the purposes of effecting the Proposals, the Resolutions will be proposed at the General Meeting. Set out at the end of this document is a notice convening the General Meeting to be held at 11:00a.m. on 23 October 2025 at the offices of Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London WC2A 3TH. The full texts of the Resolutions are set out in that notice.

The Resolutions, which are summarised below, are necessary for the implementation of the Proposals.

Resolution 1 (Special Resolution)

The cancellation of the admission of the Ordinary Shares to trading on AIM be approved.

Resolution 2 (Special Resolution)

- (a) The adoption of the New Articles in substitution for and to the exclusion of the existing Articles, conditional on the De-Listing becoming effective.
- (b) The re-registration of the Company as a private limited company, conditional on the De-Listing becoming effective.

8. Action to be taken

General Meeting

The appointment of a proxy will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof, if you so wish and are so entitled.

If your proxy appointment has not been submitted by 11:00a.m. on 21 October 2025, your vote in relation to the Resolutions will not count.

You can vote either:

- by logging on to www.sharegateway.co.uk and following the instructions. Shareholders will need to use their personal proxy registration code as shown on the form of proxy to facilitate this.
- completing the hard copy Form of Proxy included with this Circular. The Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD by 11:00a.m. on 21 October 2025.
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice of General Meeting.

9. Recommendation by the Independent Directors

The Independent Directors recommend that Shareholders vote in favour of all Resolutions at the General Meeting as they intend to do in relation to their respective shareholdings.

In addition, the other Directors also intend to vote in favour of all Resolutions to be proposed at the General Meeting.

Yours faithfully

Sarah Cope & Michael Connolly

The Independent Directors

PART II

THE TAKEOVER CODE

The Takeover Code currently applies to the Company, however, if the De-Listing is approved by Shareholders at the General Meeting and becomes effective, the Takeover Code will continue to apply to the Company for a period of two years after the De-Listing, following which Shareholders will no longer be afforded the protections provided by the Takeover Code.

While the Code continues to apply to the Company, a mandatory cash offer will be required to be made if either:

- a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30 per cent. or more; or
- a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

Brief details of the Panel, the Takeover Code and the protections given by the Takeover Code are described below.

The Takeover Code

The Code is issued and administered by the Panel. The Code currently applies to the Company and, accordingly, Shareholders are entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders in an offeree company are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders in the offeree company of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The Code is based upon a number of General Principles, which are essentially statements of standards of commercial behaviour. The General Principles apply to takeovers and other matters to which the Code applies. They are applied by the Panel in accordance with their spirit in order to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of rules. Like the General Principles, the rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter.

The Panel may derogate or grant a waiver to a person from the application of a rule in certain circumstances.

Protection of the Takeover Code

A summary of key points regarding the application of the Takeover Code to takeovers is set out below.

You are encouraged to read this information carefully as it outlines certain important protections which will cease to apply two years after the De-Listing.

Equality of treatment

General Principle 1 of the Takeover Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 of the Takeover Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires that the board of the offeree company must send to the offeree company's shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The circular from the offeree company must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except with the consent of the Panel or as provided in the Notes on Rule 20.1, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

Option holders and holders of convertible securities or subscription rights

Rule 15 of the Takeover Code provides that when a Takeover Code offer is made for voting equity share capital or other transferable securities carrying voting rights and the offeree company has convertible securities outstanding, the offeror must make an appropriate offer or proposal to holders of those securities to ensure their interests are safeguarded. Rule 15 also applies in relation to holders of options and other subscription rights.

If the De-Listing is approved by Shareholders at the General Meeting and becomes effective, all of these protections under the Takeover Code will be lost two years after the De-Listing.

PART III

ADDITIONAL INFORMATION

1. Responsibility statement

The Directors, whose names appear below, and the Company accept responsibility, both individually and collectively, for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules and any expressions of an opinion. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of that information.

The Directors of the Company are:

Ronan Murphy (*Executive Chairman*)
Raluca Saceanu (*Chief Executive Officer*)
Nicholas Lee (*Chief Financial Officer*)
Sarah Cope (*Non-Executive Director*)
Michael Connolly (*Non-Executive Director*)

2. Documents Published on the Company's Website

Copies of the following documents will be made available at the website address <https://www.smarttech247.com> from the date of posting of this document up to the date of the General Meeting:

- (a) A copy of the New Articles and a copy marked to show the changes from the Articles;
- (b) the audited accounts of the Company for the years ended 31 July 2024 and 31 July 2023 and the interim unaudited accounts for the six month period ended 31 January 2025; and
- (c) copies of this document.

PART IV

PRINCIPAL EFFECTS OF RE-REGISTRATION AND ADOPTION OF NEW ARTICLES ON SHAREHOLDERS

1. Disclosure of interest in shares

Section 793 of the Act does not apply to private limited companies. Following the Re-registration and adoption of the Amended Articles, these provisions contained in the current Articles will no longer apply.

2. Accounts

A public company is required to file its accounts within six months following the end of its financial year and to circulate copies of the accounts to Shareholders. Following the Re-registration, the period for the preparation and filing of accounts is extended to nine months following the end of the financial year. The period within which the Company is required to circulate copies of the accounts to Shareholders is also extended.

3. Annual general meetings

A public company is required to hold an annual general meeting each year, but a private limited company is not. Following the Re-registration and adoption of the New Articles, the Company will hold general meetings at such time and place as may be determined by the Directors.

4. Directors

The current Articles contain provisions requiring all directors to retire from office by rotation at each annual general meeting. Following the Re-registration and adoption of the New Articles, directors will not be required to retire by rotation and any director appointed by the Board will not need to be reappointed by the Shareholders at the next annual general meeting, as is currently required.

5. Issue of shares

There are restrictions on the ability of public companies to issue new shares (for example, on the issue of shares for non-cash consideration) which will no longer apply to the Company following the Re-registration and adoption of the New Articles.

6. Financial assistance, reduction of capital and purchase of own shares out of capital

A public company is prohibited from carrying out certain actions which constitute financial assistance for the acquisition of its own shares, which limits the ability to engage in certain transactions. Following the Re-registration, these restrictions will no longer apply. A public company must be sanctioned by the court for any reduction of capital, which can be a lengthy and expensive process. Following the Re-registration, the Company will benefit from the more flexible provisions applicable to private limited companies, which do not require approval of the court.

7. Company secretary

There is no requirement for a private limited company to appoint a company secretary but following the Re-registration and adoption of the New Articles, the Company may appoint one should it wish.

8. Removal of unnecessary provisions and simplification

The New Articles will not contain many of the detailed provisions of the current Articles which are common for listed companies, and which will not be necessary for the Company following the De-Listing. Many of these provisions duplicate provisions of company law or can be simplified.

NOTICE OF GENERAL MEETING

Smarttech247 Group plc

*(Incorporated in England & Wales under the Companies Act 2006 with
Registered No. 14385467)*

NOTICE IS HEREBY GIVEN THAT a general meeting (the “**Meeting**”) of Smarttech247 Group plc (the “**Company**”) will be held at the offices of Edwin Coe, LLP, 2 Stone Buildings, Lincoln’s Inn, London, WC2A 3TH at 11:00a.m. on 23 October 2025 to consider and, if thought fit, to pass the Resolutions as special resolutions of the Company:

RESOLUTIONS

- 1 That in accordance with Rule 41 of the AIM Rules, the cancellation of the admission of the Ordinary Shares to trading on AIM, the market of that name operated by the London Stock Exchange plc, be and is hereby approved and that the directors of the Company be generally and unconditionally authorised to take all actions reasonable or necessary to effect such cancellation.
- 2 That, subject to and conditional upon (i) Resolution 1 being approved; and (ii) the cancellation of the admission of the Ordinary Shares to trading on AIM becoming effective:
 - a. the Company be re-registered as a private company under the Companies Act 2006 with the name Smarttech247 Group Limited; and
 - b. with effect from the Company’s re-registration as a private limited company, the regulations contained in the document submitted to the meeting and for the purposes of identification initialled by or on behalf of the chairman be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Dated 6 October 2025

By order of the Board

Registered Office:

*85 Great Portland Street
First Floor, 85 Great Portland Street
London, England, W1W 7LT*

Martin Desmond, Company Secretary

Notes of General Meeting:

The following notes explain your general rights as a shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of trading on 21 October 2025. 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 General Meeting.
2. Shareholders, or their proxies, intending to attend the General Meeting in person are requested, if possible, to arrive at the General Meeting venue at least 20 minutes prior to the commencement of the General Meeting at 11:00a.m. (UK time) on 23 October 2025 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company.
4. 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).
5. 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 General Meeting.
6. You can vote either:
 - by logging on to www.sharegateway.co.uk and following the instructions. Shareholders will need to use their personal proxy registration code as shown on the form of proxy to facilitate this:
 - completing the hard copy Form of Proxy included with this Circular. The Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD by 11:00a.m. on 21 October 2025.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.

8. The return of a completed Form of Proxy, electronic filing or any CREST Proxy Instruction (as described in notes 9 to 11 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com).

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

10. In order for a proxy appointment or instruction 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 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 7RA11) by 11:00a.m. on 21 October 2025. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 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 system 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 2 October 2025 (being the latest practicable business day prior to the publication of this Notice of General Meeting), the Company's ordinary issued share capital consists of 124,078,982 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 October 2025 was 124,078,982.
14. Any Shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;

(b) the answer has already been given on a website in the form of an answer to a question; or
(c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

15. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
16. A copy of this Notice of the General Meeting, and other information required by Section 311A of the Act, can be found on the Company's website at www.smarttech247.com.