

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000.**

**If you have sold or otherwise transferred all of your shares in Kromek Group plc, please send these documents as soon as possible 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.**



(Registered in England and Wales with registered number 08661469)

**Registered office:**  
NETPark  
Thomas Wright Way  
Sedgefield  
County Durham  
TS21 3FD

Dear Shareholder

### **Annual General Meeting**

I enclose a formal notice of the Annual General Meeting (“**AGM**” or the “**Meeting**”) of Kromek Group plc (the “**Company**”), which is to be held at the CPI - ‘The Coxon Building’, North East Technology Park (NETPark), John Walker Road, Sedgefield, County Durham, TS21 3FE, at 09:30 on 28 September 2022.

You are strongly encouraged to cast your vote by completing the enclosed proxy form and appointing the Chairman of the AGM as your proxy. Please follow the notes to the notice of AGM and instructions printed on the proxy form as to how to complete the proxy form and cast your vote. Please send your completed proxy form to Link Group, to be received no later than 09:30 on Monday 26 September 2022. Alternatively, you may wish to vote electronically via Signal Shares ([www.signalshares.com](http://www.signalshares.com)), as detailed further in note 2.6 below. CREST members can cast their votes using CREST electronic proxy voting (further details of which are set out in the notes to the notice of AGM). All votes on the resolutions to be put forward at the AGM will be taken on a poll where each shareholder will have one vote for each share held by them.

Any shareholder who wishes to attend the AGM in person is asked to confirm their intention to attend by emailing [agm2022@kromek.com](mailto:agm2022@kromek.com) no later than close of business on Friday 23 September 2022. Please note that alternative arrangements may need to be put in place to safely accommodate all shareholders who wish to attend. If this is the case, alternative arrangements will be notified to shareholders via the Regulatory News Service.

There are explanatory notes at the end of the notice of the AGM, explaining the resolutions that are being proposed.

### **Recommendation**

Your Directors believe that the resolutions in the notice of AGM are in the best interests of the Company and shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of each resolution, as those who are shareholders intend to do in respect of their own beneficial holdings in the Company

Yours faithfully

**Rakesh Sharma OBE**  
Chairman

**Kromek Group plc**  
**(Incorporated in England and Wales with registered number 08661469)**

**Notice of Annual General Meeting**

Notice is hereby given that the AGM of Kromek Group plc will be held at CPI - 'The Coxon Building', North East Technology Park (NETPark), John Walker Road, Sedgefield, County Durham, TS21 3FE, at 09:30 on Wednesday 28 September 2022 for the following purposes:

**Ordinary Business**

To consider and, if thought fit, to pass the following resolutions numbered 1 to 5 (inclusive) as ordinary resolutions of the Company:

- 1 To receive the accounts for the financial year ended 30 April 2022 together with the reports of the Directors and of the auditors thereon.
- 2 To re-elect as a Director of the Company Christopher Wilks, who retires in accordance with the Company's articles of association and who is eligible for re-election.
- 3 To re-elect as a Director of the Company Rakesh Sharma, who retires in accordance with the Company's articles of association and who is eligible for re-election.
- 4 To re-appoint Haysmacintyre LLP as auditors of the Company, to hold office until the conclusion of the next meeting at which accounts are laid before the Company.
- 5 To authorise the Directors of the Company to determine the remuneration of the auditors of the Company.

**Special Business**

To consider and, if thought fit, to pass the following resolutions, which in the case of resolution 6 will be proposed as an ordinary resolution and, in the case of resolutions 7 and 8 will be proposed as special resolutions:

- 6 That the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ("**Act**") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £1,439,506, provided that this authority shall, unless renewed, revoked or varied by the Company in general meeting, expire on the date 15 months after the date of the passing of this resolution or, if earlier, the conclusion of the Company's next annual general meeting save that the Company may, before such expiry, revocation or variation, make offers or enter into agreements that would or might require shares to be allotted or Rights to be granted and the Directors may allot any shares or grant any Rights after the expiry, revocation or variation of such authority in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired or been revoked or varied.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors in accordance with Section 551 of the Act to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

- 7 That, subject to the passing of resolution 6 set out in the notice of the Meeting, the Directors of the Company be given general power pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash either pursuant to the authority conferred by resolution 6 set out in the notice of the Meeting or by way of a sale of treasury shares, as if Section 561 of the Act did not apply to any such allotment, provided that:
  - 7.1 this power is limited to:
    - 7.1.1 the allotment of equity securities in connection with an offer by way of a rights issue (a) to holders of ordinary shares of 1p each in the capital of the Company ("**Ordinary Shares**") in proportion (as nearly as may be practicable) to their respective holdings and (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or any legal or practical problems arising under the laws of any territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
    - 7.1.2 the allotment (other than pursuant to paragraph 7.1.1 above) of equity securities up to an aggregate nominal amount of £215,925; and

**Notice of Annual General Meeting** *continued*

**Special Business** *continued*

7.2 such power shall, unless renewed, revoked or varied by the Company in general meeting, expire on the date 15 months after the date of the passing of this resolution or, if earlier, the conclusion of the Company's next annual general meeting save that before such expiry, revocation or variation the Company may make offers or enter into agreements that would or might require equity securities to be allotted after the expiry, revocation or variation of such power and the Directors may allot equity securities after such expiry, revocation or variation under this power in pursuance of any such offer or agreement as if this power had not expired.

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

8. That, in accordance with the Act, the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares provided that:

8.1 the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 43,185,182;

8.2 the minimum price (excluding expenses) that may be paid for each such Ordinary Share is 1p per Ordinary Share;

8.3 the maximum price (excluding expenses) which may be paid for each such Ordinary Share shall not be more than 5% above the average of the market value of an Ordinary Share for the five business days immediately preceding the date on which the contract for the purchase is made; and

8.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting or 15 months from the date of this resolution (whichever is earlier), save that the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts

By order of the Board

**Paul Farquhar**

Company Secretary  
2 September 2022

Registered Office:  
NETPark  
Thomas Wright Way  
Sedgefield  
County Durham  
TS21 3FD

## Notice of Annual General Meeting *continued*

### Notes

The following notes explain your general rights as a shareholder to vote at the AGM or to appoint someone else to vote on your behalf:

#### 1. Entitlement to attend and vote

- 1.1 Only those shareholders registered in the Company's register of members at:
  - close of business on Monday 26 September 2022; or
  - if the Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,
- 1.2 Voting on each of the resolutions to be put to the AGM will be conducted by way of a poll (rather than on a show of hands). This will ensure that every vote is recognised, including the votes of all shareholders who do not attend the Meeting but who vote by way of proxy, resulting in a more accurate reflection of the views of shareholders. On a poll, every shareholder has one vote for each share held.

#### 2. Appointment of proxies

##### General

- 2.1 As a shareholder of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting or you can appoint a proxy via Signal Shares ([www.signalshares.com](http://www.signalshares.com)). You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. Completion of the appropriate proxy form or appointing a proxy via Signal Shares does not prevent a shareholder from attending and voting in person if he/she is entitled to do so and so wishes.
- 2.2 A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. You are, however, strongly urged to appoint the Chairman of the Meeting as your proxy. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. Alternatively, you can appoint a proxy via Signal Shares.
- 2.3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the enclosed proxy form and indicate on each form the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. You may also appoint more than one proxy at [www.signalshares.com](http://www.signalshares.com).
- 2.4 If you do not give your proxy an indication of how to vote on any resolution, 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 that is put before the 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.

##### Appointment of proxy using hard copy proxy form

- 2.5 The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
- received by the Company's registrars, Link Group, no later than 09:30 on Monday 26 September 2022 (or, if the Meeting is adjourned, no later than 48 hours before the time and date of the adjourned meeting).

2. **Appointment of proxies** *continued*

**Appointment of proxy using hard copy proxy form** *continued*

In the case of a shareholder 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.

**Appointment of proxy using Signal Shares**

2.6 To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars no later than 09:30 on Monday 26 September 2022 (or, if the Meeting is adjourned, no later than 48 hours before the time and date of the adjourned meeting).

If you would like to use the Signal Shares platform for the purposes of voting on the resolutions being proposed at this Meeting, please register on (or if you have already registered, log in to) the Signal Shares portal at [www.signalshares.com](http://www.signalshares.com), where you can manage your shareholding, including:

- cast your vote;
- change your dividend payment instruction;
- update your address;
- select your communication preference.

**Appointment of proxy through CREST**

2.7 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting convened by this notice and any adjournment(s) thereof by utilising the procedures described in the CREST manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). 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(s) 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 (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland 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 latest time for receipt of proxy appointments specified in note 2.5. 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 sponsor(s) or voting service provider(s) 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 their CREST sponsor(s) 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 sponsor(s) or voting service provider(s) 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.

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

### **Notes** *continued*

#### **2. Appointment of proxies** *continued*

##### **Appointment of proxy by joint shareholders**

2.8 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**

2.9 To change your proxy instructions simply submit a new proxy appointment using the methods set out in these notes. Note that the cut-off time for receipt of proxy appointments as set out in note 2.5 also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

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**

2.10 In order to revoke a proxy instruction you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a shareholder that 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.

Any revocation notice must be received by the Company's registrars, Link Group, at the address above no later than 09:30 on Monday 26 September 2022.

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 Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

#### **3. Corporate representative**

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

#### **4. Documents on display**

Copies of the Directors' service contracts or letters of appointment with the Company will be available for inspection at the Company's registered office during normal business hours from the date of this notice until the conclusion of the Meeting.

#### **5. Issued share capital and total voting rights**

As at 1 September 2022 (being the latest practicable business day prior to the publication of this notice), the Company's ordinary issued share capital consists of 431,851,820 ordinary shares of 1p each, carrying one vote each. Therefore, the total voting rights in the Company as at 1 September 2022 are 431,851,820.



## **6. Communication**

Except as provided above, shareholders who have general queries about the AGM should contact the Company Secretary at NETPark, Thomas Wright Way, Sedgfield, County Durham, TS21 3FD or on 01740 626 060 (no other methods of communication will be accepted).

You may not use any electronic address provided either in this notice of AGM or any related documents to communicate with the Company for any purposes other than those expressly stated.

## **7. Assistance with voting online**

If you need help with voting online, please contact our registrars, Link Group by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or you may call Link 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.

All references to times in this notice are to UK time.

A copy of this AGM notice, and other information required by Section 311A of the Act, can be found on the Company's website at <https://www.kromek.com/investor-relations/> and can be viewed by clicking on the link 'AGM 2022'.

## **Explanatory Notes**

### **1. Ordinary Business**

Resolution 1 relates to the Company's annual reports and accounts for the year ended 30 April 2022. The Directors of the Company are required by law to present the Company's annual report and accounts to the Company's shareholders. That report and those accounts, and the report of the Company's auditor on those accounts, have been circulated to shareholders at the same time as the notice of AGM.

Resolutions 2 to 3 relate to the re-election of Directors of the Company. In accordance with the articles of association of the Company, Christopher Wilks and Rakesh Sharma are offering themselves for re-election at this AGM. Biographical details of the Directors are set out in the Company's annual report and accounts and are on the Company's website.

Resolutions 4 and 5 are to approve the reappointment of Haysmacintyre LLP as auditors and to authorise the Directors to agree their remuneration.

### **2. Special Business**

The Act provides that Directors shall only allot unissued shares with the authority of shareholders in general meeting. Resolution 6 will be proposed as an ordinary resolution to grant the Directors general authority to allot shares or to grant subscription or conversion rights up to a maximum aggregate nominal amount of £1,439,506 representing approximately one-third of the current issued share capital of the Company. The Directors have no present intention of exercising this authority, and the authority will, unless renewed, varied or revoked by the Company, expire on the date 15 months from the passing of the resolution, or, if earlier, the conclusion of the next annual general meeting of the Company.

The Act also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under Section 570 of the Act. Resolution 7 will be proposed as a special resolution to grant the Directors authority to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights issues to shareholders which are not strictly in accordance with Section 561(1) of the Act and authorises other allotments of up to a maximum aggregate nominal amount of £215,925 representing approximately 5% of the current issued share capital of the Company. This authority also allows the Directors, within the same aggregate limit, to sell for cash shares that may be held by the Company in treasury (the Company does not currently hold any such shares). The Directors have no present intention of exercising this authority, and the authority will, unless renewed, varied or revoked by the Company, expire on the date 15 months from the passing of the resolution, or, if earlier, the conclusion of the next annual general meeting of the Company.

**Notice of Annual General Meeting** *continued*

**Explanatory Notes** *continued*

**2. Special Business** *continued*

Resolution 8 will be proposed as a special resolution to grant the Company authority to purchase its own shares in the market up to 43,185,182 ordinary shares, representing approximately 10% of the current issued share capital of the Company. The price payable shall not be more than 5% above the average market value of an ordinary share for the five business days before the purchase is made and, in any event, not less than 1p per share, being the nominal value of an ordinary share. It is the Directors' intention only to exercise the authority to purchase the Company's shares where it would increase the earnings per share of those ordinary shares that are not repurchased. The Company intends either to cancel such shares or to hold them in treasury. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally.