



## PLEASE NOTE

### 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.

If you have recently sold or transferred all of your shares in Fevara plc (previously known as Carr's 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 that they can pass these documents to the person who now holds the shares.

## Fevara plc

(previously known as Carr's Group plc)

### Notice of Annual General Meeting

(Incorporated in England and Wales with registered number 98221)

Wednesday 11 February 2026

Fevara plc  
Warwick Mill Business Centre, Warwick Bridge,  
Carlisle, CA4 8RR United Kingdom

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W: [fevara.com](http://fevara.com)  
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Registered office as above  
Registered in: England and Wales  
Company number: 00098221

# Notice of Annual General Meeting

Fevara plc (previously known as Carr's Group plc) (the "Company")  
Company Number: 98221

Notice of the 2026 Annual General Meeting of Fevara plc (previously known as Carr's Group plc) (the "Company") to be held at The Halston Hotel Carlisle in the Mail Exchange function room, 20-34 Warwick Road, CA1 1AB at **1.00pm GMT** on **Wednesday 11 February 2026** is set out on pages 5 to 8 of this document.

Whether or not you propose to attend the Annual General Meeting, you are encouraged to vote by proxy at the 2026 Annual General Meeting in one of the manners described under the heading 'Proxy voting' set out on page 2. To be valid, the proxy appointment must be received in accordance with the notes to the notice of the 2026 Annual General Meeting set out on pages 7 and 8 of this document by not later than **1.00pm on Monday 09 February 2026**.

**This document should be read as a whole. Your attention is drawn to the letter from the Chair, which is set out on pages 2 to 4 of this document, and which recommends that you vote in favour of the Resolutions to be proposed at the 2026 Annual General Meeting.**

## Current Directors

Tim Jones (Non-Executive Chair)  
Joshua Hoopes (Chief Executive Officer)  
Stuart Lorimer (Non-Executive Director)  
Gillian Watson (Non-Executive Director)  
Fiona Rodford (Non-Executive Director)  
Martin Rowland (Non-Executive Director)

## Registered Office:

Warwick Mill Business Centre  
Warwick Bridge  
Carlisle  
Cumbria  
CA4 8RR

19 December 2025

# 2026 Annual General Meeting

## LETTER FROM THE CHAIR

### Dear Shareholder

The 2026 Annual General Meeting of Fevara plc (previously known as Carr's Group plc) (the “**2026 AGM**” or “**Meeting**”) is to be held at The **Halston Hotel Carlisle**, in the Mail Exchange function room, 20-34 Warwick Road, Carlisle, CA1 1AB on **Wednesday 11 February 2026** commencing at **1.00pm GMT**.

Refreshments will be served before the meeting where members will have the opportunity to meet and engage with the Directors.

The Board of Directors of the Company (the “**Board**”) is very much looking forward to welcoming shareholders in person at our Annual General Meeting this year. Any changes to the arrangements for the 2026 AGM (including any change to the location of the Meeting) will be communicated to shareholders in advance of the Meeting through our website at [www.fevara.com](http://www.fevara.com) and via a regulatory news service (RNS) announcement.

### Proxy voting

Whether or not you intend to attend the 2026 AGM, you are encouraged to vote by proxy in relation to the Resolutions proposed. This can be done in any of the following ways:

- by completing the enclosed Form of Proxy and sending it by post to, or lodging it (during normal business hours only) with our registrar MUFG Corporate Markets (previously known as Link Group) at MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (the “**Registrar**”) and in accordance with the instructions on the Form of Proxy;
- by logging on to the Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com/> and following the instructions;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with notes 6 and 7 in the notes to the notice of the 2026 AGM set out at the end of this document on page 7; or
- if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io) and refer to note 8 in the notes to the notice of the 2026 AGM.

To be valid, the proxy appointment must be received in accordance with the notes to the notice of the 2026 AGM, set out on pages 7 and 8 of this document, by no later than 1.00pm on Monday 09 February 2026.

### Resolutions

The Directors consider that all of the proposed Resolutions are in the best interests of the Company and its shareholders as a whole, and that the approval of such Resolutions is most likely to promote the success of the Company.

Resolutions 1 to 12 are ordinary resolutions which will be passed if more than 50% of the votes cast are in favour of the Resolutions. Resolutions 13 and 14 are special resolutions which will be passed if at least 75% of the votes cast are in favour of the Resolutions.

Further information on the Resolutions to be proposed at the 2026 AGM is set out below.

### Resolution 1: Receipt of annual accounts for the year ended 31 August 2025

The Companies Act 2006 (the “Companies Act”) requires the directors of a public company to lay its annual accounts and reports before the Company at a general meeting. Resolution 1 will therefore be proposed at the 2026 AGM, as an Ordinary Resolution, to receive and adopt the Company’s annual accounts for the year ended 31 August 2025 together with the Directors’ report and the Auditor’s report on those accounts.

### Resolution 2: To declare a final dividend of 1.2 pence per ordinary share for the year ended 31 August 2025

The Board is proposing a final dividend of 1.2 pence per share for the financial year ended 31 August 2025 which, together with the interim dividend of 1.2 pence per share declared in May 2025, makes a total dividend for the financial year of 2.4 pence per share. The final dividend, if approved by shareholders of the Company at the 2026 AGM, will be paid on 13 March 2026, to shareholders on the register at close of business on 23 January 2026, and the shares will go ex-dividend on 22 January 2026.

### Resolutions 3 – 8: Election and re-election of Directors

Resolutions 3 to 8 are separate resolutions (each to be proposed as an ordinary resolution) to elect and re-elect each of the Directors. Each of the Directors proposed to be elected or re-elected has consented to their proposed appointment and is eligible to be appointed. The Board considers that each Director possesses the necessary knowledge, skills, and experience to perform effectively, and has full commitment to their role.

**Tim Jones**, was appointed to the Board as Non-Executive Chair on 21 February 2023 and is Board Chair and Nomination Committee Chair. Tim is an FCA approved person and a member of the Chartered Institute of Securities and Investment. He is also an Associate of the Chartered Insurance Institute. Tim served as Non-Executive Chair of Treatt plc between 2012 and January 2023. Tim is Chair of Allia Charitable Group and Allia C&C, Chair of SP-Logistics Holdings Limited, and a non-executive director of RCB Bonds plc.

**Joshua Hoopes** was appointed to the Board as Chief Executive Officer on 1 July 2025. Prior to joining Fevara plc in 2024 he worked for Associated British Foods plc for more than 10 years, including five years as Managing Director at AB Agri where he oversaw the Intellync and AB Dairy Divisions of the company. Joshua holds a BSc in Finance from the University of Utah and an MBA from Manchester Business School which led to his early career experience with Deloitte and Walgreens Boots Alliance. Joshua is an experienced operator with a deep understanding of Agriculture and related markets.

**Stuart Lorimer** was appointed to the Board as a Non-Executive Director on 1 September 2022 and is Audit and Risk Committee Chair. Stuart is currently Chief Finance and Operating Officer at AG Barr plc, the FTSE-listed drinks brand owner, a role which he has held since 2015 and a director on a number of the AG Barr Group’s subsidiary boards. Prior to his role with AG Barr plc, Stuart was with Diageo plc for 22 years in various senior roles working across Europe, the USA and Asia, ultimately as Finance Director for Diageo’s Global Supply Operation. Stuart brings strong finance expertise together with a wealth of experience in supply chain operations, logistics and business optimisation. Stuart is a qualified accountant and began his career at KPMG.

# 2026 Annual General Meeting

## LETTER FROM THE CHAIR continued

**Gillian Watson** was appointed a Non-Executive Director on 9 October 2023 and is also the Senior Independent Director. Gillian has more than 30 years' executive and non-executive experience across a range of sectors and geographies. Gillian is an Independent Non-Executive Director at Vidrala, S.A., Gentrack and Statera Energy as well as Non-Executive Chair of char.gy Ltd and DC 25 investment Fund. She is also a Trustee for The Boswell Trust. Previously, Gillian's executive career was spent in corporate finance advisory, business strategy and energy.

**Fiona Rodford** was appointed a Non-Executive Director on 20 February 2024 and is Remuneration Committee Chair. Fiona is a past People and Transformation Director with extensive experience of business transformation in both public and private organisations across a wide range of sectors such as Retail, Banking and Manufacturing. Fiona has successfully demonstrated significant business improvements and culture change in large complex businesses including Thomas Cook, Alliance & Leicester, BAA, TUI and Fenwick. Having held several Executive Directorships in large PLCs, Fiona has set up her own business and works with CEOs and Executive teams, taking a key role to help deliver substantial transformation projects. She is also an experienced Non-Executive Director. Until recently, Fiona was a board member and Nomination Committee member of KidsOut. Fiona is currently deputy chair of Pilotlight and Chair of Zenova Group plc and head of its Remuneration Committee.

**Martin Rowland** was appointed a Non-Executive Director on 6 March 2023 as a representative of Harwood Capital Management Limited ("Harwood") pursuant to a relationship agreement between the Group and Harwood. Martin was appointed as Executive Director of Transformation with effect from 13 November 2023 and was reappointed to the role of Non-Executive Director on 13 November 2024. Martin spent the last 14 years in a variety of investment roles and prior to this Martin held operational and strategic roles in mid and large-scale corporates. He has been a director of companies in an executive and non-executive capacity, helping businesses to scale organically and through acquisition. Martin is currently Chair of Centaur Media plc and a director on a number of the Centaur Media plc subsidiary boards. He is a Director of DeepHarbour Ltd, Thontel Limited and Your Past Memories Limited as well as being a member of Opro Partners LLP.

The performance of the Directors is evaluated annually. The Board considers that each Director standing for re-election continues to contribute effectively and to demonstrate their commitment to the role.

### Resolution 9: Re-Appointment of Auditor

Resolution 9 seeks shareholder approval for the re-appointment of Grant Thornton UK LLP (**"Grant Thornton"**) as auditor of the Group, in accordance with the recommendation of the Board. Grant Thornton was first appointed as auditor at the 2022 Annual General Meeting.

### Resolution 10: Authority to determine Auditor's Remuneration

Resolution 10 seeks shareholder approval for the Audit and Risk Committee of the Board to determine the remuneration of Grant Thornton as the Company's auditor.

### Resolution 11: Directors' Remuneration Report

Resolution 11 seeks shareholder approval of the Directors' Remuneration Report (excluding the Directors' Remuneration Policy).

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives. This Resolution to approve the Directors' Remuneration Report is an advisory vote, as permitted by law, and no entitlement to remuneration is conditional upon this Resolution being passed.

The Directors' Remuneration Policy was approved at the 2024 Annual General Meeting with 99.11% of shareholder votes cast in favour.

### Resolution 12: Authority to allot shares

Under the Companies Act, the Directors of a public company are unable to allot shares (or grant rights over shares) without the authority of the shareholders of the company in a general meeting (unless in pursuance of an employees' share scheme). Resolution 12 authorises the Directors to (i) allot shares (or grant rights over shares) in the Company up to an aggregate nominal amount of £427,099.02 representing 17,083,961 ordinary shares of 2.5p each in the capital of the Company, which is approximately 33% of the Company's issued share capital as at 15 December 2025 (being the last practicable date before the printing of this document) and to (ii) allot shares (or grant rights over shares) in the Company up to a further aggregate nominal amount of £427,099.02 where the allotment is in connection with an offer by way of a rights issue (or similar) to shareholders of the Company.

As at 15 December 2025 (being the last practicable date before the printing of this document), no shares in the Company were held in treasury.

This authority will last until the end of the next Annual General Meeting of the Company or 11 May 2027, if earlier. The Directors do not have any present intention of exercising this authority except in connection with the issue of Ordinary Shares in respect of the Company's share option plans.

This Resolution complies with guidelines issued by investor bodies. The Investment Association's Share Capital Management Guidelines issued in February 2023 state that, in addition to a request for authorisation to allot new shares in an amount up to one-third of the existing issued share capital of a company, it would regard as routine requests to authorise the allotment of a further one-third in connection with all fully pre-emptive offers. This updated its previous guidance issued in 2016 to incorporate all forms of pre-emptive offers in respect to the additional authority, and not just to pre-emptive rights issues. Whilst the Directors are aware of and acknowledge the guidelines issued in 2023, the Directors have decided that they will continue to limit paragraph (b) of Resolution 12 to rights issues only in line with past practice, but will continue to keep emerging market developments under review.

In accordance with market practice, the Directors will seek an annual renewal of this authority.

As in previous years, this Resolution is accompanied by Resolutions which disapply shareholders' pre-emption rights (Resolutions 13 and 14).

#### **Resolution 13: Disapplication of pre-emption rights in certain circumstances**

If shares are to be allotted (or rights over shares are to be granted) for cash (or treasury shares are to be sold for cash), the Companies Act requires that those shares and treasury shares are offered first to existing shareholders of the Company on a pro-rata basis, i.e. in proportion to the number of shares they each hold at that time. There may be circumstances, however, when it is in the interests of the Company to be able to allot shares for cash (and to sell treasury shares for cash) without first offering them to existing shareholders of the Company. Resolution 13 gives the Directors power to allot shares for cash pursuant to the authority obtained in Resolution 12 (and to sell treasury shares for cash) as if the pre-emption provisions of section 561(l) of the Companies Act do not apply.

Other than in connection with a rights issue, the power contained in this Resolution will be limited to an aggregate nominal amount of £64,711.95. This represents 2,588,478 ordinary shares of 2.5p each in the capital of the Company, which is approximately 5% of the Company's issued share capital as at 15 December 2025 (being the latest practicable date before the printing of this document). This power will last until the end of the next Annual General Meeting of the Company or 11 May 2027, if earlier. In accordance with market practice, the Directors will seek an annual renewal of this authority.

The Directors confirm that they intend to follow the shareholder protections in paragraph one of Part 2B of the 2022 Statement of Principles (as defined below).

The power being sought under this Resolution is in line with the Pre-Emption Group's 2015 Statement of Principles on Disapplying Pre-Emption Rights (the "**2015 Statement of Principles**"). The figures of 5% of the issued share capital of the Company as set out in Resolutions 13 and 14 reflect the 2015 Statement of Principles. The Directors are aware of and acknowledge the Pre-Emption Group's most recent Statement of Principles on Disapplying Pre-Emption Rights published in November 2022 (the "**2022 Statement of Principles**"). However, at this time the Directors consider it appropriate to retain the previous limits of 5% of the issued ordinary share capital of the Company in Resolutions 13 and 14, and have chosen not to adopt the increased limits of 10% of the issued share capital of the Company as provided for in the 2022 Statement of Principles. The Directors will keep emerging market practice under review, being always mindful of shareholder views and their best interests. Whilst there are no current plans to allot shares pursuant to the authority under this Resolution, the Directors wish to ensure that the Company has sufficient flexibility in managing the Group's capital resources. The power sought, and the limits set by this Resolution will also apply to any sale or transfer of treasury shares.

#### **Resolution 14: Disapplication of pre-emption rights in connection with acquisitions and other capital investments**

This Resolution would give the Directors power to allot additional shares for cash (or grant rights over shares) and/or sell treasury shares up to a nominal value of £64,711.95, which represents 2,588,478 ordinary shares of 2.5p each in the capital of the Company, which is approximately 5% of the Company's issued share capital as at 15 December 2025 (being the latest practicable date before the printing of this document) without having to offer such shares to existing shareholders of the Company, in connection with an acquisition or capital investment: (i) which is announced contemporaneously with the issue; or (ii) which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

This additional disapplication power is being sought in line with the 2015 Statement of Principles. The power sought and the limits set by this Resolution will also apply to any sale or transfer of treasury shares. The Directors consider it prudent to have the flexibility to buy back shares into treasury and subsequently to sell or to transfer them, if appropriate. This will enable them to act on short notice in appropriate circumstances if that is in the best interests of the Company.

Together with Resolution 13 (if passed), this would give the Directors the power to allot shares for cash (or grant rights over shares) and/or sell treasury shares of up to 10% of the issued share capital of the Company, on a non pre-emptive basis. Whilst there are no current plans to allot shares pursuant to the power under this Resolution 14, the Directors wish to ensure that the Company has sufficient flexibility in managing the Group's capital resources. This power will expire at the conclusion of the Annual General Meeting of the Company in 2027 or 11 May 2027, if earlier. In accordance with market practice, the Directors will seek an annual renewal of this authority.

The Directors confirm that they intend to follow the shareholder protections in paragraph one of Part 2B of the 2022 Statement of Principles.

#### **Recommendation**

The Directors of the Company consider that each of the Resolutions set out in the notice of the 2026 AGM is in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of each of the Resolutions to be proposed at the 2026 AGM as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully



**Tim Jones**  
Non-Executive Chair

# Notice of Annual General Meeting

Fevara plc (previously known as Carr's Group plc)

(Incorporated in England and Wales with registered number 98221)

**NOTICE** is hereby given that the one hundred and seventeenth Annual General Meeting of the Company will be held at The Halston Hotel in the Mail Exchange function room, 20-34 Warwick Road, Carlisle, CA1 1AB, on **Wednesday 11 February 2026** at 1.00pm GMT for the following purposes:-

## ORDINARY BUSINESS

**To consider and, if thought fit, pass the following Resolutions 1 – 12, each of which will be proposed as an ordinary resolution:-**

1. To receive and adopt the Company's annual accounts for the year ended 31 August 2025 together with the Directors' report and the Auditor's report on those accounts.
2. To declare a final dividend of 1.2 pence per ordinary share for the year ended 31 August 2025.
3. To re-elect Tim Jones as a Director of the Company.
4. To elect Joshua Hoopes as a Director of the Company.
5. To re-elect Stuart Lorimer as a Director of the Company.
6. To re-elect Gillian Watson as a Director of the Company.
7. To re-elect Fiona Rodford as a Director of the Company.
8. To re-elect Martin Rowland as a Director of the Company.
9. To re-appoint Grant Thornton UK LLP as Auditor of the Company.
10. To authorise the Audit and Risk Committee of the Board to determine the remuneration of the Auditor.
11. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 August 2025.
12. THAT, in substitution for all existing and unexercised authorities, the Directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Companies Act**") to exercise all powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of the Company):
  - (a) up to an aggregate nominal amount of £427,099.02; and
  - (b) comprising equity securities (within the meaning of section 560 of the Companies Act) up to a further aggregate nominal amount of £427,099.02; in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a rights issue in favour of holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings of such ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors of the Company deem necessary, appropriate or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems or difficulties in or under the laws of any territory, the requirements of any regulatory body or stock exchange or any other matter,

provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company or on 11 May 2027 (if earlier), save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted after the expiry of such period, and the Directors of the Company may allot shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL BUSINESS**

**To consider and, if thought fit, pass the following Resolutions 13 – 14, each of which will be proposed as a special resolution:-**

13. THAT, subject to and conditional upon the passing of Resolution 12, and in substitution for all existing and unexercised powers, the Directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 12 as if section 561 of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:-

- (a) the allotment of equity securities in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a rights issue in favour of holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings of such ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors of the Company deem necessary, appropriate or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems or difficulties in or under the laws of any territory, the requirements of any regulatory body or stock exchange or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £64,711.95, representing approximately 5% of the current issued share capital of the Company as of 15 December 2025,

such power to expire on the date of the next Annual General Meeting of the Company or on 11 May 2027 (if earlier), 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 as if the power conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 12" were omitted.

14. THAT, subject to and conditional upon the passing of Resolution 12, and in substitution for all existing and unexercised powers, the Directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 12 as if section 561 of the Companies Act did not apply to any such allotment, provided that this power shall be:-

- (a) limited to the allotment of equity securities up to a nominal amount of £64,711.95 representing approximately 5% of the current issued share capital of the Company as of 15 December 2025; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group,

such authority to expire on the date of the next Annual General Meeting of the Company or on 11 May 2027 (if earlier), 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 as if the power conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 12" were omitted.

**BY ORDER OF THE BOARD**

**Paula Robertson**  
Company Secretary  
19 December 2025

**Registered office**

Warwick Mill Business Centre  
Warwick Bridge  
Carlisle  
Cumbria  
CA4 8RR

## Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at: 6.00pm on Monday 09 February 2026; or, if the Annual General Meeting is adjourned, at 6.00pm on the day two days prior to the adjourned meeting (excluding non-working days), shall be entitled to attend, speak and vote at the Annual General Meeting. 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 Annual General Meeting.
2. Voting on all Resolutions will be taken in the Meeting on a poll. The Company will publish the outcome of the voting on all Resolutions, and the results of the proxy votes cast in advance of the Meeting, as soon as is reasonably practicable following the Meeting.
3. 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 Annual General Meeting.

## Appointment of proxies

4. Shareholders entitled to attend and vote at the Annual General Meeting are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote in their place at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
5. A Form of Proxy, which may be used to make such appointment and give proxy instructions, accompanies this notice and instructions for its use are shown on the Form of Proxy. The appointment of a proxy does not preclude members from attending the Annual General Meeting and voting if they so wish, however, if they do attend and vote at the Meeting any proxy appointment will be treated as revoked. A shareholder may only appoint a proxy:-
  - 5.1 by completing and returning the Form of Proxy accompanying this notice to the Company's Registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL in accordance with the instructions contained therein; or
  - 5.2 by using the Investor Centre (see opposite).

To be valid, the proxy appointment must be received by not later than 1.00pm on Monday 09 February 2026.

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

<https://uk.investorcentre.mpms.mufg.com/>



## CREST proxy voting

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using 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.
7. 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 ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in note 5 opposite. 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 therefore 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 or her 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.

#### **Proxymity Voting**

8. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 1.00pm on Monday 09 February 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

#### **Nominated persons**

9. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in notes 4 and 5 does not apply to nominated persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
10. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

#### **Corporate representatives**

11. Any body corporate which is a shareholder 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. Any such representative should bring to the Annual General Meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the body corporate concerned confirming the appointment.

#### **Issued share capital and voting rights**

12. As at 5.00pm on 15 December 2025, the Company's issued share capital comprised 51,769,579 ordinary shares of 2.5 pence each. Each ordinary share carries the right to one vote in a poll at a general meeting of the Company. The Company holds no shares in treasury.

#### **Shareholder questions**

13. Any member has the right to ask questions. The Company will answer any question you ask relating to the business being dealt with at the Meeting unless:-
  - 13.1 answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
  - 13.2 the answer has already been given on a website in the form of an answer to a question; or
  - 13.3 it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

#### **Inspection of documents**

14. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office during normal business hours (by appointment) from the date of this notice until the time of the Annual General Meeting, and at the venue of the Annual General Meeting from 15 minutes before the commencement of the Annual General Meeting and until its conclusion.

#### **Shareholders enquiries**

15. Except as provided above, shareholders who have general queries about the Meeting should contact the Company by telephone on +44(0)1228 554600.

#### **Use of electronic address**

16. You may not use any electronic address provided either:-
  - 16.1 in this notice of Annual General Meeting; or
  - 16.2 any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

#### **Website**

17. Information regarding the Annual General Meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.fevara.com](http://www.fevara.com)

