

NOTICE is hereby given that the Annual General Meeting (“AGM”) of The **MISSION** Group plc (the “Company”) will be held at 12 noon on Monday 16 June 2025 at the offices of **MISSION**, Fourth Floor, The Manufactory, 1-8 Alfred Mews, London, W1T 7AA.

The following resolutions will be proposed as ordinary resolutions:

Report and Accounts

- 1. To receive the financial statements and the reports of the Directors and the auditors for the year ended 31 December 2024.

Directors

- 2. To re-elect Dylan Bogg as a Director.
- 3. To re-elect Eliza Filby as a Director.
- 4. To re-elect Giles Lee as a Director.

Auditors

- 5. To re-appoint PKF Francis Clark as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which the Company’s annual reports and accounts are laid before the meeting.
- 6. To authorise the Directors to fix the remuneration of PKF Francis Clark.

Authority to allot shares

- 7. THAT, in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby generally and unconditionally authorised, in accordance with Section 551 of the Companies Act 2006 (the “Act”), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
  - i. up to an aggregate nominal value of £3,033,671 (such amount to be reduced by the nominal amount of any equity securities, as defined in Section 560 of the Act, allotted or granted under paragraph ii of this resolution in excess of £3,033,671); and

- ii. comprising equity securities, as defined in Section 560 of the Act, up to an aggregate nominal amount of £6,067,341 (such amount to be reduced by any shares allotted or rights granted under paragraph i of this resolution) in connection with a fully pre-emptive offer:
  - 1. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - 2. to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by deposited receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authorities conferred on the Directors under paragraphs i and ii above shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or at the close of business on 30 June 2026, whichever is the earlier, save that under each authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority hereby had not expired.

The following resolutions will be proposed as special resolutions:

Authority to dis-apply pre-emption rights

- 8. THAT, subject to the passing of the resolution 7 and in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby authorised, pursuant to Section 570 and Section 573 of the Companies Act 2006 (the “Act”) to allot equity securities (within the meaning of Section 560 of the Act) for cash under the authority conferred by resolution 7 and /or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- i. the allotment of equity securities or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph ii of resolution 7, by way of a fully pre-emptive offer only):
  - 1. to ordinary shareholders in proportion (as nearly as maybe practicable) to their existing holdings; and
  - 2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or the requirements of any regulatory body or stock exchange or any other matter;
- ii. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph i of this resolution 8) up to an aggregate nominal value of £910,101; and
- iii. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph i or paragraph ii of this resolution 8) up to an aggregate nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph ii of this resolution 8, such authority only to be used for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-emption Group prior to the date of this Notice of Annual General Meeting,

such authority to expire at the end of the next Annual General Meeting of the Company to be held in 2026 or, if earlier, at the close of business on 30 June 2026 (unless previously renewed, varied or revoked by the Company at a general meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority conferred by this resolution had not expired.

- 9. THAT subject to the passing of resolution 7, the Directors be and are hereby authorised, in addition to any authority granted under resolution 8, pursuant to Section 570 and Section 573 of the Companies Act 2006 (the “Act”), to allot equity securities (within the meaning of Section 560 of the Act) for cash under the authority given by resolution 7 and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
  - i. the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £910,101 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-emption Group prior to the date of this Notice of Annual General Meeting; and
  - ii. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph i of this resolution 9) up to an aggregates nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph i of this resolution 9, such authority to be used only for the purpose of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

such authority to expire at the end of the next Annual General Meeting of the Company to be held in 2026 or, if earlier, at the close of business on 30 June 2026 (unless previously renewed, varied or revoked by the Company at a general meeting), but, in each case, prior to its expiry the Company may make offers, or enter into agreements, which would, or might, require equity securities to be allotted (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

10. THAT pursuant to section 701 of the Companies Act 2006 (the “Act”) and subject to, and in accordance with the Company’s Articles of Association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company (“Ordinary Shares”) on such terms and in such manner as the Directors shall from time to time determine, provided that:
- i. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 13,651,518; and
  - ii. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10 pence; and
  - iii. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share (as derived from The London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which such Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid on the trading venues where the purchase is carried out; and
  - iv. the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company held in 2026 or 18 months from the date of this resolution (whichever is earlier) unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and
  - v. the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

On behalf of the board  
Giles Lee  
25 March 2025

Registered office: The Old Sawmills,  
Filleigh, Barnstaple, Devon EX32 0RN  
Registered no. 05733632

Recommendation

**Your Directors consider that resolutions 1 to 10 to be proposed at the Annual General Meeting are in the best interests of the shareholders and the Company as a whole and unanimously recommend shareholders vote in favour of such resolutions, as the Directors intend to do in respect of their own shareholdings.**

Explanatory notes to the proposed resolutions

The resolutions to be proposed at the Annual General Meeting are set out in the notice. For an ordinary resolution (resolutions 1 to 7) to be passed at the Annual General Meeting, more than half of the votes cast must be in favour of the resolution. For a special resolution (resolutions 8 to 10) to be passed at the Annual General Meeting, three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Report and accounts

For each financial year the Directors are required to present the annual report and accounts of the Company to the shareholders. This year the Directors will present the report and accounts for the year ended 31 December 2024 (2024 Annual Report).

Resolutions 2, 3 and 4 – Directors

In accordance with the Company’s articles of association, each director needs to stand for re-election every three years. This year Dylan Bogg, Eliza Filby and Giles Lee are required to stand for re-election at the Annual General Meeting. No other Directors are required to stand for re-election this year.

Resolutions 5 and 6 – Auditors

The Company’s auditors must offer themselves for re-appointment at each Annual General Meeting at which accounts are presented. The performance and effectiveness of the auditors, which included an assessment of the auditor’s independence and objectivity has been evaluated by the Company’s Audit Committee which has recommended to the board of Directors that PKF Francis Clark be reappointed, and its remuneration be determined by the board of Directors.

Resolutions 7 to 10 – Share capital

The authority given to the Directors to allot further ordinary shares in the capital of the Company requires prior authorisation of the shareholders in a general meeting under Section 551 of the Companies Act 2006 (the “Act”). On passing of resolution 7, the Directors will have authority to allot ordinary shares up to an aggregate nominal amount of £6,067,341, which is approximately two-thirds of the Company’s current issued ordinary share capital (excluding any shares held in treasury) pursuant to a fully pre-emptive as at 24 March 2025. This authority will expire immediately following the Annual General Meeting in 2026 or at the close of business on 30 June 2026, whichever is earlier.

The Directors will continue to seek to renew this authority at each Annual General Meeting, in accordance with best practice. The Directors have no present intention of exercising the authority sought under this resolution 7 except as required in connection with the Company’s existing contractual obligations under its employee share schemes and/or historic acquisition agreements.

If the Directors wish to exercise the authority under resolution 7 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the Act requires that, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances it may be in the best interests of the Company to allot new shares (or grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings. As a result, and in accordance with the Pre-Emption Group’s Statement of Principles on Disapplying Pre-Emption Rights 2022 (“Statement of Principles 2022”), the Directors are seeking authority to disapply pre-emption rights in two separate special resolutions.

The first resolution, resolution 8, if passed, would authorise the Directors of the Company to do this by allowing the Directors to allot shares for cash, or sell treasury shares for cash in accordance with the authority given by resolution 7: (i) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors consider necessary; (ii) (otherwise pursuant to (i) above) up to an aggregate nominal value of £910,101 which is equivalent to approximately 10 per cent of the listed issued ordinary share capital of the Company (excluding any shares held in treasury); and (iii) (otherwise than pursuant to (i) and (ii) above) up to an aggregate nominal amount of £182,020 representing approximately two per cent of the issued ordinary share capital of the Company (excluding any shares held in treasury), to be used only for the purposes of a follow-on offer (see further below).

The second resolution, resolution 9, seeks authority for the Directors to disapply pre-emption rights and allot new shares and other equity securities pursuant to the allotment authority given by resolution 7, or to sell treasury shares for cash, up to a further aggregate nominal amount of £910,101, which is equivalent to approximately 10 per cent of the Company’s issued ordinary share capital (excluding any shares held in treasury), but only for the purposes of financing a transaction which the Directors determine to be an acquisition of a specified capital investment, as contemplated by the Statement of Principles 2022, with authority for a further disapplication of pre-emption rights up to an aggregate nominal amount of £182,020 representing approximately two per cent of the issued ordinary share capital (excluding any shares held in treasury) to be used only for a follow-on offer.

The nominal amounts in each of resolutions 8 and 9 represent approximately 10 per cent and two per cent of the issued ordinary share capital of the Company (excluding any shares held in treasury) on 24 March 2025, being the latest practicable date prior to the publishing of this Notice of Annual General Meeting.

Resolutions 8 and 9 are in line with the disapplication authorities permitted by the Statement of Principles 2022. This allows the Directors to allot shares for cash otherwise than in connection with a pre-emptive offer: (i) up to 10 per cent of a company’s issued ordinary share capital for use on an unrestricted basis; (ii) up to an additional 10 per cent of issued ordinary share capital in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in an announcement of the allotment; and (iii) in the case of both (i) and (ii), up to an additional two per cent of issued ordinary share capital for the purposes only of a follow-on offer. The Statement of Principles 2022 provides for a follow-on offer as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular offer or placing being undertaken. The Statement of Principles 2022 sets out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares.

The Directors confirm that in considering the exercise of the authorities under resolutions 8 and 9, they intend to follow the shareholder protections and the expected features of a follow-on offer in paragraph 3 of Part 2B of the Statement of Principles 2022.

Both authorities will expire immediately following the Annual General Meeting in 2026 or at the close of business on 30 June 2026, whichever is the earlier. The Directors of the Company intend to renew such authorities at successive Annual General Meetings in accordance with current best practice.

The Directors have no present intention of exercising any of the authorities granted by resolutions 8 and 9 except as required in connection with the Company’s existing contractual obligations under its employee share schemes and/or historic acquisition agreements, but they consider their grants to be appropriate and in the best interests of the Company in order to preserve maximum flexibility for the future.

**Resolution 10 – Authority to purchase own shares**

This resolution is to authorise the Company to buy-back up to 13,651,518 Ordinary Shares and this is the maximum number of Ordinary Shares which may be purchased representing 15 per cent of the Company’s issued ordinary share capital (excluding any shares held in treasury) as at 24 March 2024. The resolution sets out the maximum and minimum prices at which the Ordinary Shares may be bought, exclusive of expenses, reflecting the requirements of the Act.

Under the Act, the Company is allowed to hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash but all rights attaching to them, including voting rights and any right to receive dividends are suspended whilst they are held in treasury. If the Directors exercise the authority conferred by resolution 10, the Company will have the option of either holding in treasury or cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

**Note to the Notice of Annual General Meeting**

A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote on his or her behalf. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to different shares. To appoint as your proxy a person other than the chair of the meeting, insert their full name in the box on the Form of Proxy. If you sign and return the proxy form with no name inserted in the box, the chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any commitments on your behalf, you will need to appoint someone other than the chair and give them relevant instructions directly. In order to be valid an appointment of proxy must be completed, signed and returned in hard copy form by post, by courier or by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. The closing time for lodging proxies is 12 noon on Thursday 12 June 2025. For the purposes of determining which persons are entitled to attend or vote at the meeting, members entered on the Company’s register of members at 6.00p.m. on Thursday 12 June 2025 have the right to attend and vote at the meeting.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service 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. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Neville Registrars Limited (ID: 7RA11) no later than 12.00 noon on Thursday 12 June 2025. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system, 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.

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. A copy of this notice can be found on the Company’s website in the **Investors > Shareholder Centre > AGM Information** section. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the date (including the Company’s registrar) may process your personal data for the purposes of compiling and updating the Company’s records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company’s privacy policy can be found on the Company’s website in the **Investors > Governance > View Legal** information section.