

LIKewise GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING 2023

Notice is hereby given that the annual general meeting (**AGM**) of Likewise Group plc (the **Company**) will be held at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull B37 7WN on Thursday 29th June 2023 at 10.00 a.m. to consider, and if thought fit pass, the following resolutions, of which 1 to 10 (inclusive) will be proposed as ordinary resolutions and 11 to 14 (inclusive) will be proposed as special resolutions.

Ordinary Resolutions

- 1 To receive, consider and adopt the Annual Report and Accounts, the reports of the directors and the Independent Auditor's Report for the financial year ended 31 December 2022.
- 2 To declare a final dividend of 0.2 pence per ordinary share in respect of the financial year ended 31st December 2022.
- 3 To reappoint Crowe U.K. LLP as the independent auditor of the Company from the conclusion of the meeting until the conclusion of the next AGM.
- 4 To re-elect Paul Bassi who retires and, being eligible, offers himself for re-election as a director.
- 5 To re-elect Tony Brewer who retires by rotation and, being eligible, offers himself for re-election as a director.
- 6 To re-elect Andrew Simpson who retires by rotation and, being eligible, offers himself for re-election as a director.
- 7 To re-elect Roy Povey who retires by rotation and, being eligible, offers himself for re-election as a director.
- 8 To re-elect Michael Steventon who retires by rotation and, being eligible, offers himself for re-election as a director.
- 9 To authorise the directors to determine the independent auditor's remuneration.
- 10 **Authority to allot shares**

THAT in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the **Act**) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as **Relevant Securities**) up to an aggregate nominal value of £812,862 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) **PROVIDED THAT** this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next AGM or on the date which is six months after the next accounting reference date of the Company (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 relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

11 **Disapplication of pre-emption rights**

THAT, subject to and conditional upon the passing of resolution 10 above and in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) (**Equity Securities**) for cash pursuant to the authority conferred upon them by resolution 10 above and/or to 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 provided that this authority and power shall be limited to:

- 11.1 the allotment of Equity Securities pursuant to the authority granted under resolution 10 in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and
- 11.2 the allotment (otherwise than pursuant to resolution 10.1 above) of Equity Securities pursuant to the authority granted under resolution 10 up to an aggregate nominal amount of £121,929, representing approximately 5 per cent of the issued share capital of the Company, and shall expire, unless previously renewed, varied or revoked by the Company in general meeting, at the end of the next AGM of the Company (or, if earlier, 15 months from the date of this AGM) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Equity Securities to be allotted (and treasury shares to be sold) after the expiry of such period and the directors may allot Equity Securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

12 Additional disapplication of pre-emption rights

THAT, subject to and conditional upon the passing of resolution 10 above, and in addition to any authority granted under resolution 11 above, the directors of the Company be empowered pursuant to section 570 of the Act to allot Equity Securities for cash under the authority given by that resolution 10 and/or to 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 of Equity Securities, such authority to be:

- 12.1 limited to the allotment of Equity Securities up to an aggregate nominal amount of £121,929, representing approximately 5 per cent of the issued share capital of the Company; and
- 12.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company 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 prior to the date of this notice of AGM of the Company, such authority, unless previously renewed, varied or revoked by the Company in general meeting, to expire at the end of the next AGM of the Company (or, if earlier, 15 months from the date of this resolution) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Equity Securities to be allotted (and treasury shares to be sold) after the expiry of such period and the directors of the Company may allot Equity Securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

13 Dividend rectification

That, conditional on: (a) the audited annual accounts and reports for the year ended 31 December 2022 being laid before shareholders; (b) delivery of the completed accounts for the year ended 31 December 2022 to the Registrar of Companies; and (c) the audited annual accounts for the year ended showing sufficient distributable profits to enable the releases being entered into:

- 13.1 the appropriation of distributable profits of the Company (as shown in the annual accounts of the Company made up to 31 December 2022 received in resolution 1 above) to the payment of the interim dividend of 0.2p per ordinary share paid on 8th July 2022, to the shareholders and having a total value of £487,590 (the Relevant Dividend) be and are authorised, each by reference to the same record date as the original accounting entries for the Relevant Dividend;
- 13.2 any and all claims which the Company has, or may have, arising out of or in connection with the approval, declaration and/or payment of the Relevant Dividend against its current or former shareholders who appeared on the register of members on the relevant record date for each respective Relevant Dividend (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if that shareholder is deceased and/or the successors in title or assignees for corporate members) be waived and released, and a deed of release in favour of those shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if that shareholder is deceased and/or successors in title or assignees for corporate members) be entered into by the Company and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute that deed of release as a deed for and on behalf of the Company; and

13.3 any and all claims which the Company has, or may have, arising out of or in connection with the approval, declaration and/or payment of the Relevant Dividend against all Directors (present and former) of the Company at the time of declaration and payment of each respective Relevant Dividend (or the personal representatives and their successors in title (as appropriate) of any Director's estate if that Director is deceased), including any breach of fiduciary duties, be waived and released, and a deed of release in favour of those Directors who acted as Directors of the Company at the time of the declaration and payment of each Relevant Dividend (or the personal representatives and their successors in title (as appropriate) of any Director's estate if that Director is deceased) be entered into by the Company and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute that deed of release as a deed for and on behalf of the Company.

14 Authority to purchase own shares

THAT the Company is generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of shares in its capital provided that:

14.1 the maximum aggregate number of shares that may be acquired under this authority is 24,385,848 being 10 per cent of the Company's issued shares;

14.2 the minimum price which may be paid for a share is its nominal value;

14.3 the maximum price which may be paid for a share shall be the higher of:

14.3.1 five per cent above the average middle market quotation for a share for the five business days prior to such purchase; and

14.3.2 the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out; and

14.4 this authority shall expire at the end of the next AGM of the Company (or, if earlier, 15 months from the date of the AGM) 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 purchased after the expiry of such period and the directors of the Company may complete the purchase of those securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

By order of the board



.....
Roy Povey
Company Secretary

Date: 19 May 2023

Likewise Group plc
Registered No. 08010067, England and Wales
Registered office:
Unit 4 Radial Park
Solihull Parkway Birmingham Business Park
Solihull
B37 7WN

Explanatory Notes to the Proposed Resolutions

The Company's AGM will be held at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull B37 7WN on Thursday 29th June 2023 at 10.00 a.m.

A description of the resolutions that will be proposed at the meeting is set out below.

Resolutions 1 to 10 inclusive are proposed as ordinary resolutions which means that for each of these resolutions to be passed, more than half the votes cast must be cast in favour of the resolution. Resolutions 11 to 14 inclusive are proposed as special resolutions, which means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Company is required by law to present to shareholders at the AGM its audited accounts and the directors' and independent auditor's reports for the financial year ended 31 December 2022. Shareholders are invited to vote to receive the Annual Report and Accounts for the year ended 31 December 2022.

Resolution 2 – Declaration of dividend

The directors recommend that a final dividend of 0.2 pence per share is paid.

Together with the interim dividend paid of 0.2 pence per share, this gives a total dividend of 0.4 pence per ordinary share for the year ended 31 December 2022. The final dividend, if approved by shareholders at the AGM will be paid on 7th July 2023 to shareholders on the register at the close of business on 2nd June 2023, the ex-dividend date being 1st June 2023.

The last day for investors to elect for the Dividend Re-Investment Plan (DRIP) will be 16th June 2023.

Resolution 3 – Appointment of auditor

The Company is required to appoint an auditor at each AGM at which accounts are laid before the Company, to hold office until the end of the next such meeting. This resolution proposes the appointment of an auditor. Crowe has expressed its willingness to continue in office.

Resolution 4 – Election of Paul Bassi as a director

Paul Bassi, retires and is offering himself for re-election by shareholders. Paul was appointed a non-executive director on 9 January 2019 at which time he became non-executive Chairman. Paul is the Chief Executive Officer of Real Estate Investors PLC and founder and non-executive Chairman of Bond Wolfe. The board believes that Paul Bassi should be re-elected and makes such a recommendation to shareholders.

Resolution 5 – Election of Tony Brewer as a director

Tony Brewer, retires and is offering himself for re-election by shareholders. Tony was appointed a director on 9 January 2019 at which time he became Chief Executive Officer. Tony has 44 years' experience in the flooring industry, being Chief Executive Officer of Headlam from 2000 to 2016. The board believes that Tony Brewer should be re-elected and makes such a recommendation to shareholders.

Resolution 6 – Election of Andrew Simpson as a director

Andrew Simpson was appointed a non-executive director on 9 January 2019. Andrew has many years' experience in the flooring industry, having retired in 2010 after thirty seven years in the industry. The board believes that Andrew Simpson should be re-elected and makes such a recommendation to shareholders.

Resolution 7 – Election of Roy Povey as a director

Roy Povey, retires and is offering himself for re-election by shareholders. Roy was appointed a director on 9 January 2019 at which time he became Chief Financial Officer. Roy has 20 years' experience as Financial Controller in the flooring industry and six years within the home improvement industry. Most recently he was Financial Controller within Headlam and General Manager at Mercado. The board believes that Roy Povey should be re-elected and makes such a recommendation to shareholders.

Resolution 8 – Election of Mike Steventon as a director

Mike Steventon was appointed as a non-executive director on 17 September 2021. Mike has 34 years' experience in the professional services industry at KPMG, rising to partner in 1998 with a focus on auditing international listed groups. Holding positions as Head of Automotive, Regional Chairman (Midlands) and Head of Public Sector Business for KPMG. The board believes that Mike Steventon should be re-elected and makes such a recommendation to shareholders.

Resolution 9 – Agreement of auditor remuneration

In addition to the Company's requirement to appoint an auditor, shareholder authority is sought for the directors to determine the remuneration to be paid to the auditor for the period of appointment.

Resolution 10 – Authority to allot shares

Shareholders are being asked to pass the necessary resolution to grant to the directors a general authority, for the purpose of section 551 of the Companies Act 2006, to allot relevant securities. With due regard to the ABI guidelines and to comments received from shareholders, the proposed general authority, is to allot up to an aggregate nominal amount of £812,862 (representing approximately 1/3 of the aggregate nominal value of the share capital in issue at the date of this notice).

This authority will lapse at the conclusion of the AGM to be held in 2024, or, if earlier, on 30 June 2024. The directors consider that this authority is desirable to allow the Company to retain flexibility, although they have no current intention of exercising this authority.

Resolution 11 – Disapplication of pre-emption rights

Shareholders are being asked to pass a resolution to empower the directors to allot equity securities, or sell treasury shares, for cash as if section 561 of the Companies Act 2006 (which gives shareholders certain pre-emption rights on the issue of shares or rights to subscribe for or convert securities into shares) did not apply to any such allotment. The resolution allows the issue or sale of shares of up to an aggregate nominal amount of £121,929 (representing approximately 5 per cent of the issued share capital of the Company at the date of this notice of AGM) in respect of rights issues and other issues pro rata to existing entitlements, and also allows issues or sales for cash (other than in relation to a rights issue) limited to shares having an aggregate nominal amount of £121,929 (representing approximately 5 per cent of the issued share capital of the Company at the date of this notice of AGM). The authority will lapse at the conclusion of the AGM to be held in 2024 or, if earlier, on 30 June 2024.

Resolution 12 – Additional disapplication of pre-emption rights

The Pre-emption Group Statement of Principles allow an additional disapplication of pre-emption rights in connection with an acquisition or other capital investment up to an additional £121,929 (representing approximately 5 per cent of the issued share capital of the Company at the date of this notice of AGM).

Resolution 13 – Dividend rectification

1. Background to and reasons for resolution

1.1 The Act requires that a public limited company must satisfy certain criteria in order to be able to declare and pay a dividend. Not only must a public limited company have distributable profits but the Act also provides that a public limited company may only pay a dividend: (a) if, at the time of the dividend, the amount of its net assets are not less than the aggregate of its called-up share capital and undistributable reserves; and (b) if, and to the extent that, the dividend does not reduce the amount of those net assets to less than the aggregate amount of its called-up share capital and undistributable reserves.

1.2 Before paying the Relevant Dividend (as defined below), the Company should have ensured that it had the requisite level of distributable profits and net assets. In order to make this determination, the Company was required to prepare and refer to “relevant accounts” (as defined by the Act).

1.3 If the annual accounts of a company showed sufficient distributable profits to declare a dividend, then those accounts will constitute “relevant accounts” for the purposes of the Act. Where they do not, a company may prepare “interim accounts” (as defined in the Act) which show the requisite level of distributable profits and net assets provided that those interim accounts are filed at Companies House before the declaration and payment of an interim dividend.

1.4 Upon further review in conjunction with the audit of the Company for the financial year ending 31 December 2022, it has come to the Board’s attention that, in relation to the Relevant Dividend, the technical requirements of the Act as regards the preparing and filing of relevant accounts had not been satisfied (albeit the Company would have been in a position to comply with those requirements), which resulted in the Relevant Dividend being paid otherwise than in accordance with the requirements of the Act.

1.5 The total amount of the unlawful element of the Relevant Dividend declared and paid is £487,590. The Relevant Dividend was paid in accordance with the Company’s dividend policy and established practice.

2. The consequences of the Relevant Dividend having been made otherwise than in accordance with the Act

2.1 Given that the Relevant Dividend had been declared and paid otherwise than in accordance with the Act, the Company may have claims against past and present shareholders who were recipients of the Relevant Dividend (the Recipient Shareholders) and against persons who were directors of the Company at the time of the declaration and payment of the Relevant Dividend.

2.2 If resolution 13 is not passed, the Company would, in theory, retain the ability to bring these potential claims against both the Recipient Shareholders and the Relevant Directors.

2.3 The Company has no intention of bringing such claims, and the Board’s intention is to instead put all potentially affected parties in the position, so far as is possible, in which they were always intended to be had the Relevant Dividend been declared and paid in accordance with the requirements of the Act.

Resolution 13 – Dividend rectification (Continued)

3. The Relevant Dividend

3.1 The issues discovered and referred to at paragraphs 1 and 2 above affect the unlawful element of the following dividend (the Relevant Dividend) paid by the Company and result in the Relevant Dividend being made otherwise in accordance with the Act:

Paid: 8th July 2022 Dividend value: 0.02p per ordinary share Aggregate value £487,590

The issues set out above only affect the Relevant Dividend and do not affect any other dividends declared or paid by the Company.

4. Proposed remedial action

4.1 In order to remedy the potential consequences of the Relevant Dividend having been declared and paid otherwise than in accordance with the Act and to put all potentially affected parties in the position, so far as possible, in which they were always intended to be had the Relevant Dividend been made in accordance with the Act, the Company is proposing resolution 13 as a special resolution, the full text of which is set out in the Notice.

4.2 If passed, the effect of resolution 13, will be to:

4.2.1 authorise the appropriation of, in aggregate, an amount not exceeding £487,590 of the distributable profits of the Company to the payment of the Relevant Dividend;

4.2.2 waive any and all claims which the Company has, or may have, in respect of the payment of the Relevant Dividend against its shareholders and former shareholders who appeared on the register of members on the relevant record date of each respective Relevant Dividend (or the personal representatives and their successors in title of the estate of any deceased shareholders or former shareholders), such waiver to be effected by way of the Company entering into a deed of release in favour of those Recipient Shareholders (the Shareholders' Deed of Release); and

4.2.3 waive any and all claims which the Company may have against all Directors (present or former) of the Company at the time of the declaration and/or payment of each respective Relevant Dividend and the personal representatives (and their successors in title) of the estate of any deceased Directors, such waiver to be effected by way of the Company entering into a deed of release in favour of those Relevant Directors (the Directors' Deed of Release).

4.3 The Company has been advised that the approach the Company is proposing by way of resolution 13 is consistent with the approach taken by other UK incorporated publicly quoted companies who have declared and paid dividends otherwise than in compliance with the Act.

4.4 Resolution 13, the full text of which is set out in the Notice, is proposed as a special resolution and, if passed, will, in conjunction with the relevant deeds of release, put all potentially affected parties in the position, so far as possible, in which they were always intended to be had the Relevant Dividend been made in compliance with all of the procedural requirements of the Act.

5. The authorisation of the appropriation of the Company's distributable profits and the Shareholders' Deed of Release

5.1 The Company proposes to seek authorisation to appropriate an aggregate sum of £487,590 of the distributable profits of the Company (being a sum equal to the aggregate of the unlawful elements of the Relevant Dividends paid to the Recipient Shareholders) to the payment of those dividends. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders.

Resolution 14 – Purchase of own shares

The directors believe that it is in the interests of the Company and its shareholders to have the flexibility to purchase its own shares and this resolution seeks authority from shareholders to do so. The directors intend only to exercise this authority where, after considering market conditions prevailing at the time, they believe that the effect of such exercise would be to increase the earnings per share and be in the best interests of shareholders generally. The effect of such purchases would either be to cancel the number of shares in issue or the directors may elect to hold them in treasury pursuant to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the **Regulations**). The Regulations enable certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by a company in accordance with the Companies Act 2006.

Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under a company's employee share scheme. Once held in treasury, a company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

The authority is in respect of 10% of the Company's issued ordinary share capital as at the date of this notice of AGM and will lapse at the conclusion of the AGM to be held in 2024 or, if earlier, on 30 June 2024. The resolution specifies the maximum and minimum prices at which the shares may be bought. If the Company buys any of its shares under the authority proposed by resolution 14, the directors will decide at the time whether to cancel them immediately or hold them in treasury. The purchase of shares will be dependent on market conditions and will also take into account the cash generated in the business and other investment opportunities that may arise over time.

Notice of Meeting Notes:

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

1. To be entitled to attend and vote at the AGM (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 Tuesday 27th June 2023. 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 AGM.
 2. 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 AGM. A shareholder may appoint more than one proxy in relation to the AGM 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.
 3. 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).
 4. 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 AGM.
 5. You can vote either:
 - By submitting your proxy electronically using the Share Portal service at www.signalshares.com. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our Registrar, Link Group's portal team on 0371 664 0391 or via email at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.
 - Via Proximity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10am on Tuesday 27th June 2023 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 Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
- A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, Link Group's general helpline team +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.
 - Alternatively, you can request a hard copy form of proxy via email at shareholderenquiries@linkgroup.co.uk or via postal address at Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member 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.
6. 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.
 7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
 8. 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 of the AGM) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). 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.
 9. 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 RA10) by 10 am on Tuesday 27th June 2023. 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.
 10. 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.

11. 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. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, at the address shown in note 5. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by Link Group no later than 48 hours before the meeting. 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. Completion of a proxy will not preclude you from attending the AGM and voting in person if you so wish.
12. As at the date of the publication of this notice of AGM, the Company's ordinary issued share capital consists of 243,858,480 ordinary shares, carrying one vote each, therefore, the total voting rights are 243,858,480.
13. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
14. Shareholders may wish to submit questions in advance via e-mail to info@likewiseplc.com. We will endeavour to respond to questions raised directly, or by publishing responses on our website.
15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.likewiseplc.com

Shareholder information

Link Group is our registrar and they offer many services to make managing your shareholding easier and more efficient.

Signal Shares

Signal Shares is a secure online site where you can manage your shareholding quickly and easily. You can:

- View your holding and get an indicative valuation
- Change your address
- Arrange to have dividends paid into your bank account
- Request to receive shareholder communications by email rather than post
- View your dividend payment history
- Make dividend payment choices
- Buy and sell shares and access a wealth of stock market news and information
- Register your proxy voting instruction
- Download a stock transfer form.

To register for Signal Shares just visit www.signalshares.com. All you need is your investor code, which can be found on your share certificate.

Customer Support Centre

Alternatively, you can contact Link's Customer Support Centre which is available to answer any queries you have in relation to your shareholding:

By phone - UK – 0371 664 0300

(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).

By email – shareholderenquiries@linkgroup.co.uk

By post - **Link Group**, Central Square, 10th Floor, 29 Wellington Street, Leeds, England, LS1 4DL.

Sign up to electronic communications

Help us to save paper and get your shareholder information quickly and securely by signing up to receive your shareholder communications by email.

Registering for electronic communications is very straightforward. Just visit www.signalshares.com. All you need is your investor code, which can be found on your share certificate.

Share fraud warning

Share fraud includes scams where investors are called out of the blue and offered shares that often turn out to be worthless or non-existent, or an inflated price for shares they own. These calls come from fraudsters operating in 'boiler rooms' that are mostly based abroad.

While high profits are promised, those who buy or sell shares in this way usually lose their money.

The Financial Conduct Authority (FCA) has found most share fraud victims are experienced investors who lose an average of £20,000, with around £200m lost in the UK each year.

PROTECT YOURSELF

If you are offered unsolicited investment advice, discounted shares, a premium price for shares you own, or free company or research reports, you should take these steps before handing over any money:

- Get the name of the person and organisation contacting you.
- Check the Financial Services Register at <http://www.fca.org.uk/> to ensure they are authorised.
- Use the details on the FCA Register to contact the firm.
- Call the FCA Consumer Helpline on **0800 111 6768** if there are no contact details on the Register or you are told they are out of date.
- Search our list of unauthorised firms and individuals to avoid doing business with.

REMEMBER: if it sounds too good to be true, it probably is!

If you use an unauthorised firm to buy or sell shares or other investments, you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme (FSCS) if things go wrong.

REPORT A SCAM

If you are approached about a share scam you should tell the FCA using the share fraud reporting form at <http://www.fca.org.uk/scams>, where you can find out about the latest investment scams. You can also call the Consumer Helpline on **0800 111 6768**.

If you have already paid money to share fraudsters you should contact Action Fraud on **0300 123 2040**.