

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 are in the UK or, if not, another appropriately authorised and independent financial adviser.

If you have recently sold or transferred all of your shares in Northamber 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 they can pass these documents to the person who now holds the shares. If you have sold or transferred only part of your holding of shares in Northamber plc, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

NORTHAMBER PLC

Incorporated in England and Wales with registered number 01499584

Notice of Annual General Meeting

Notice convening the Annual General Meeting of Northamber plc to be held at 2.00 p.m. on Thursday 19 December 2024 at the Company's offices at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS is set out at the end of this document.

Whether or not you intend to be present at the Annual General Meeting, please complete, sign and return the enclosed form of proxy, in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event, in order to be valid, so as to be received by Computershare Investor Services PLC no later than 2.00 p.m. on Tuesday 17 December 2024. The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

If you hold your shares in uncertificated form in CREST you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of Annual General Meeting at the end of this document. Proxies submitted via CREST must be received by Computershare Investor Services PLC (ID 3RA50) no later than 2.00 p.m. on Tuesday 17 December 2024. The appointment of a proxy using the CREST electronic proxy appointment service will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

NORTHAMBER PLC

Incorporated in England and Wales with registered number 01499584

Directors:

Alex Phillips (*Executive Chairman*)
John Henry (*Operations Director*)
Tony Lee (*Finance Director*)
Peter Dosanjh (*Executive Director*)
Colin Thompson (*Non-Executive Director*)
Riccardo Reggio (*Non-Executive Director*)

Registered office:

Number House
23 Davis Road
Chessington
Surrey
KT9 1HS

22 November 2024

Dear Shareholder

Notice of Annual General Meeting

I have pleasure in inviting you to the 2024 Annual General Meeting (“**AGM**” or “**Annual General Meeting**”) of Northamber plc, which will be held at the Company’s registered office at 2.00 p.m. on Thursday 19 December 2024.

The formal Notice of AGM and the resolutions to be proposed at the AGM (“**Resolutions**”) are set out on pages 5 to 6 of this document. This letter sets out the details of the items of business to be transacted at the meeting.

The AGM affords the Board an opportunity to communicate with the Company’s shareholders (“**Shareholders**”) and to respond to Shareholder questions. The Board positively encourages Shareholder participation either through attending the AGM in person or voting by proxy on the Resolutions set out in this Notice.

Summaries of the Resolutions are set out below as follows:

Resolution 1: Receiving the report and accounts

The directors of the Company (the “**Directors**”) will present to the Shareholders at the AGM the accounts for the previous financial year, on this occasion for the year ended 30 June 2024, together with their report and the auditor’s report on those accounts.

Resolution 2: Receiving the directors’ remuneration report

The Directors will present to the Shareholders at the AGM the report on remuneration for the year ended 30 June 2024. Shareholders are being given the opportunity to cast an advisory vote on the Directors’ remuneration report. The vote is advisory only and does not affect the remuneration paid to any director.

Resolution 3: Approval of final dividend

To approve the declaration of a final dividend of 0.3 pence per ordinary share.

Resolutions 4 and 5: Re-election of Directors

Under the Articles of Association of the Company any Director who has not been appointed or re-appointed at either of the two previous annual general meetings must retire and offer themselves up for re-election by the Shareholders. Anthony Lee and Riccardo Reggio are retiring by rotation and offer themselves up for re-election.

Resolution 6: Re-appointment and remuneration of the auditor

The auditor of the Company is required to be appointed or re-appointed at each Annual General Meeting at which accounts are presented. Having expressed their willingness to continue to act as auditors, resolution 6 proposes that Dains Audit Limited be re-appointed. It is normal practice for a company's Directors to be authorised to fix the auditor's remuneration and Shareholder's approval to do so is sought in this resolution.

Resolution 7: Granting the Directors authority to allot shares

The Companies Act 2006 provides that Directors shall only allot shares with the authority of Shareholders in general meeting.

Resolution 7 will be proposed as an ordinary resolution to authorise the Directors to allot unissued share capital in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal value of £91,400 or 9,140,000 of the Company's ordinary shares (approximately one third of the issued ordinary share capital as of 21 November 2024, being the last practicable date prior to the publication of this Notice). The Directors have no present intention of exercising this authority. The authority will expire on the earlier of 15 months of the passing of the resolution or, if earlier, the date of the next annual general meeting of the Company.

Resolution 8: Disapplication of pre-emption rights

The Companies Act 2006 also provides that any allotment of new shares for cash must be made *pro rata* to individual Shareholders' holdings, unless such provisions are disapplied under section 570 of the Companies Act 2006.

Resolutions 8 will, if passed along with Resolution 7, give the Directors' power to allot equity securities or sell any equity securities which the Company holds in treasury for cash without first offering them to existing Shareholders *pro rata* to their existing holdings. The power will expire on the earlier of 15 months of the passing of the resolution or, if earlier, the date of the next annual general meeting of the Company.

Resolution 8 will also be proposed as a special resolution and is limited to allotments or sales up to a maximum aggregate nominal amount of £41,120.10 of shares, representing approximately fifteen per cent. of the current issued ordinary share capital of the Company (as of 21 November 2024, being the last practicable date prior to the publication of this Notice). The Directors have no present intention of exercising this authority.

Resolution 9: Granting the Company the authority to purchase its own shares

Resolution 9 will be proposed as a special resolution. This Resolution authorises the directors to make limited on market purchases of the Company's ordinary shares. The power is limited to a maximum of 2,741,340 ordinary shares (approximately 10 per cent. of the issued ordinary share capital as of 21 November 2024, being the last practicable date prior to the publication of this Notice) and details the minimum and maximum prices that can be paid, exclusive of expenses.

This power will only be used if the Directors consider that to do so would be in the best interests of Shareholders generally. The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

The formal notice of the Annual General Meeting is set out at the end of this document.

Attendance at the Annual General Meeting

We are always keen to welcome shareholders in person to our general meetings. Shareholders intending to attend the Annual General Meeting are asked to register their intention by midday on 16 December 2024 by sending an email to at investor_relations@northamber.com.

Action to be taken

You are strongly encouraged to appoint the Chairman of the Annual General Meeting as your proxy as soon as possible and by no later than 2.00p.m. on Tuesday 17 December 2024. This will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting. Further information on the various ways you can appoint a proxy is given in the Notes to the Notice of Annual General Meeting on pages 5 to 6 inclusive of this document.

Please complete, sign and return the form of proxy in accordance with the instructions thereon to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible, but in any event so as to be received by no later than 2.00p.m. on Tuesday 17 December 2024.

If you hold your shares in uncertificated form in CREST, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of Annual General Meeting at the end of this document. Proxies submitted via CREST must be received by Computershare Investor Services PLC (ID 3RA50) no later than 2.00p.m. on Tuesday 17 December 2024.

Recommendation

The Directors of the Company consider the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all of the proposed resolutions. Alex Phillips intends to vote in favour of the proposed resolutions in respect of his own beneficial holdings, which in aggregate total 17,154,874 Ordinary Shares or 62.58 per cent. of the current ordinary shares in issue.

Yours sincerely

Alex Phillips

Executive Chairman

NORTHAMBER PLC

Incorporated in England and Wales with registered number 01499584

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of Northamber plc (the “**Company**”) will be held at the Company’s offices at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS on 19 December 2024 at 2.00 p.m. (the “**AGM**” or the “**Annual General Meeting**”).

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions. Resolutions 1 to 6 shall be ordinary business and resolutions 7 to 9 shall be special business.

ORDINARY RESOLUTIONS

1. TO receive and adopt the Company’s accounts for the year ended 30 June 2024 and the Directors’ and auditors’ reports thereon.
2. THAT the Directors’ remuneration report for the year ended 30 June 2024 be received and approved.
3. TO declare a final dividend on the ordinary shares of the Company.
4. TO re-elect Mr Antony Lee as a director.
5. TO re-elect Mr Riccardo Reggio as a director.
6. TO re-appoint Dains Audit Limited as auditors and to authorise the directors to fix their remuneration.
7. THAT, the directors of the Company (the “**Directors**”) be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot and issue shares of the Company and to grant rights to subscribe for or to convert any equity into shares of the Company (together “**Rights**”) up to a maximum nominal value of £91,400 provided that this authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) within 15 months of the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company, except that the Company may before such expiry make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the directors may allot or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

This authority is in substitution for all existing authorities under Section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

SPECIAL RESOLUTIONS

8. THAT, subject to the passing of resolution 7 and pursuant to Section 570 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority granted by resolution 7 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 8.1. in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
 - (a) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

8.2. otherwise than pursuant to paragraph 8.1 of this resolution, up to an aggregate nominal amount of £41,120.10,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company or within 15 months of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

9. THAT, pursuant to Section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company ("**Shares**"), provided that:

9.1. the maximum aggregate number of Shares which may be purchased is 2,741,340 (representing 10 per cent of the present issued share capital);

9.2. the minimum price (excluding expenses) which may be paid for a Share is 1p; and

9.3. the maximum price (excluding expenses) which may be paid for a Share is an amount equal to 105 per cent. of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company or within 15 months of the passing of this resolution (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.

By Order of the Board

S. Yoganathan
Company Secretary

Registered Office:

Namber House
23 Davis Road,
Chessington,
Surrey,
KT9 1HS

Notes

1. Copies of the directors' service contracts will be available for inspection during usual business hours, at the registered office of the Company on any weekday (Saturdays and public holidays excepted) from the date of this notice until the date of the meeting and also at the meeting for at least 15 minutes prior to, and until the conclusion of, the meeting. If you wish to inspect these documents, please contact the Company at investor_relations@northamber.com.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at 6.30 p.m. on 17 December 2024 (or, in the event of any adjournment, 6.30 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes on the form of proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Company's registrars, Computershare at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or you may photocopy the proxy form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy is enclosed with shareholders' copies of this document. To be valid, it should be lodged with the Company's registrars, Computershare at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, so as to be received not later than 2.00 p.m. on 17 December 2024 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (www.euroclear.com), 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 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 & Ireland'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 3RA50, by 2.00 p.m. on 17 December 2024 (or, in the case of an adjournment of the AGM, not later than 48 hours before the time fixed for the holding of the adjourned meeting). 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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 (as amended).
10. As at 21 November 2024 (being the last practicable day prior to the publication of this notice), the Company's issued share capital consists of 27,413,404 ordinary shares of 1p each, carrying one vote each.

Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should he or she subsequently decide to do so. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.

