

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (FSMA) if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

If you sell or transfer or have sold or otherwise transferred all of your Existing Ordinary Shares before 17 September 2025, please immediately forward this document, along with the accompanying reply-paid envelope (for use within the UK only), to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The New Ordinary Shares are only available to qualified investors for the purposes of the Prospectus Directive or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Therefore, the Fundraising does not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Rules made by the FCA pursuant to sections 73A(1) and (4) of FSMA and has not been pre-approved by the FCA pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, any securities commission or any other authority or regulatory body and has not been approved for the purposes of section 21 of FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules. It is emphasised that no application is being made for the admission of the Existing Ordinary Shares or the New Ordinary Shares to the Official List of the United Kingdom Listing Authority.

The Directors, whose names appear on page 4 of this document, accept responsibility, collectively and individually, for the information contained in this circular (including any expressions of opinion). To the best of the knowledge of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM. Application has been made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that First Admission will occur and dealings will commence in the First Placing Shares on 3 September 2025. It is expected that Second Admission will become effective, and that dealings in the First Subscription Shares and the Second Placing Shares will commence, on or around 4 September 2025. The Third Admission is subject to, *inter alia*, the passing of the Fundraising Resolutions at the General Meeting, and it is expected that the Third Admission will become effective, and that the dealings in the Second Subscription Shares, the Third Placing Shares and the Retail Shares will commence, on or around 22 September 2025. The New Ordinary Shares will, on the First Admission, Second Admission and Third Admission (as the case maybe), rank *pari passu* in all respects with the Existing Ordinary Shares, and will rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after the First Admission, Second Admission and Third Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.

Aurrigo International plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with number 05546181)

Placing of 8,990,968 new Ordinary Shares at 45 pence per share

Subscription of 21,666,666 new Ordinary Shares at 45 pence per share

Retail Offer of 712,929 new Ordinary Shares at 45 pence per share

and

Notice of General Meeting

Nominated Adviser, Sole Broker and Joint Bookrunner

Canaccord Genuity Limited

Corporate Financial Adviser and Joint Bookrunner

VSA Capital Limited

This document should be read as a whole. However, your attention is drawn to the letter from the Chairman of the Company which is set out in this document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Canaccord Genuity Limited ("**Canaccord**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company as nominated adviser, sole broker and joint bookrunner in connection with Admission and the Placing and VSA Capital Limited ("**VSA**") which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company as

corporate finance adviser and joint bookrunner (Canaccord and VSA collectively referred to as the “**Banks**” where appropriate), in connection with the Placing. The Banks are not acting for any other person and will not be responsible to any other person for providing the protections afforded to customers the Banks, or for advising any other person in connection with the Placing. The responsibility of Canaccord, as the Company’s nominated adviser, is owed solely to the London Stock Exchange and is not owed to the Company or the Directors or any other person. No representation or warranty, express or implied, is made by the Banks or any of its directors, officers, partners, employees, agents or advisers as to the contents of this document (without limiting the statutory rights of any person to whom this document is issued). No liability whatsoever is accepted by the Banks or any of its directors, officers, partners, employees, agents or advisers for the accuracy of any information or opinions contained in this document or for the omission of any material information for which it is not responsible.

Notice of a general meeting of the Company to be held at Unit 33 Bilton Industrial Estate, Humber Avenue, Coventry, West Midlands CV3 1JL at 11.00 a.m. on 19 September 2025 is set out at the end of this document. The Form of Proxy should be completed in accordance with the instructions as soon as possible and, in any event, so as to be received no later than 6.00 p.m. on 17 September 2025 (or, in the case of an adjournment of the general meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). A copy of this document will be made available at the Company’s website, www.aurrigo.com. The contents of the Company’s website or any website directly or indirectly linked to the Company’s website do not form part of this document.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Fundraising and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, the Banks or their respective directors, partners, officers or employees.

The distribution of this document and the offer of the New Ordinary Shares in certain jurisdictions may be restricted by law. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for New Ordinary Shares in any jurisdiction. This document must not be distributed to a US person (as such term is defined in the US Securities Act of 1933, as amended (the “**Securities Act**”)) or within or into the United States, Canada, Japan, South Africa, or Australia. The New Ordinary Shares have not been and will not be registered under the Securities Act, and may not be offered or sold or subscribed, directly or indirectly, within the United States, Canada, Japan, South Africa, or Australia or to or by any US Person (as such term is defined in Regulation S promulgated under the Securities Act) or any national resident or citizen of Canada, Japan, South Africa, or Australia or any corporation, partnership or other entity created or organised under the laws thereof.

The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed on or endorsed the merits of the Fundraising or the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “forecasts”, “plans”, “prepares”, “targets”, “anticipates”, “projects”, “expects”, “intends”, “may”, “will”, “seeks”, or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company’s and the Directors’ intentions, beliefs or current expectations concerning, amongst other things, the Company’s prospects, growth and strategy. No statement in this document is intended to be a profit forecast and no statement in this document should be interpreted to mean that earnings per share of the Company for the current or future years would necessarily match or exceed the historical published earnings per share of the Company.

By their nature, forward-looking statements involve risks and uncertainties because they relate to future events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company’s actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company’s results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or developments may not be indicative of results or developments in subsequent periods.

Any forward-looking statements that the Company makes in this document speak only as of the date of such statement, and none of the Company or the Directors undertake any obligation to update such statements unless required to do so by applicable law. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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DIRECTORS, SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors:	Andrew Cornish (<i>Non-Executive Chairperson</i>) David Keene (<i>Chief Executive Officer</i>) Ian Grubb (<i>Chief Financial Officer</i>) Graham Keene (<i>Executive Director</i>) Lewis Girdwood (<i>Executive Director</i>) Penelope (Penny) Coates (<i>Non-Executive Director</i>) Joseph (Joe) Elliott (<i>Non-Executive Director</i>) Peter Whiting (<i>Non-Executive Director</i>)
Company Secretary:	SWA Governance Ltd 36 Queens Road Hazel Grove Stockport England SK7 4HZ
Registered Office:	Unit 33 Bilton Industrial Estate Humber Avenue Coventry CV3 1JL
Nominated Adviser, Broker and Joint Bookrunner:	Canaccord Genuity Limited
Corporate Financial Adviser and Joint Bookrunner:	VSA Capital Limited
Solicitors to the Company:	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
Solicitors to the Banks:	DLA Piper UK LLP Two Chamberlain Square Paradise Birmingham B3 3AX
Auditors:	BDO LLP 55 Baker Street London W1U 7EU
Registrars:	Computershare Investor Services plc The Pavilions Bridgwater Road Bristol BS13 8AE

KEY FUNDRAISING STATISTICS

Issue Price per New Ordinary Share	45 pence
Number of Ordinary Shares in issue as at the date of this document	58,000,270
Number of New Ordinary Shares to be issued by the Company pursuant to the First Placing	2,528,746
Number of New Ordinary Shares to be issued by the Company pursuant to the First Subscription	4,126,988
Number of New Ordinary Shares to be issued by the Company pursuant to the Second Placing	4,846,667
Number of New Ordinary Shares to be issued by the Company pursuant to the Second Subscription	17,539,678
Number of New Ordinary Shares to be issued by the Company pursuant to the Third Placing	1,615,555
Number of New Ordinary Shares to be issued by the Company pursuant to the Retail Offer	712,929
Total number of New Ordinary Shares to be issued by the Company pursuant to the Fundraising	31,370,563
Enlarged Share Capital (assuming the issue of all New Ordinary Shares)	89,370,833
Gross proceeds of the First Placing	£1,137,935.70
Gross proceeds of the First Subscription	£1,857,144.60
Gross proceeds of the Second Placing	£2,181,000.15
Gross proceeds of the Second Subscription	£7,892,855.10
Gross proceeds of the Third Placing	£726,999.75
Gross proceeds of the Retail Offer	£320,818.05
Gross proceeds of the Fundraising	£14,116,753.35
Ordinary Share ISIN	GB00BNG73286
SEDOL	BNG7328

(The above assumes that there are no further issues of Ordinary Shares between the date of this document and Third Admission).

EXPECTED TIMETABLE OF KEY EVENTS

2025

Posting of this document	2 September
Admission of the First Placing Shares to trading on AIM (First Admission)	8.00 a.m. on 3 September
CREST accounts to be credited for First Placing Shares in uncertificated form	8.00 a.m. on 3 September
Expected despatch of definitive share certificates for First Placing Shares in certificated form	within 14 days of First Admission
Admission of the First Subscription Shares and the Second Placing Shares (Second Admission)	8.00 a.m. on 4 September
CREST accounts credited for the First Subscription Shares and the Second Placing Shares in uncertificated form	8.00 a.m. on 4 September
Expected despatch of definitive share certificates for the First Subscription Shares and the Second Placing Shares in certificated form	within 14 days of Second Admission
Record Date	6.00 p.m. on 17 September
Latest time and date for receipt of Forms of Proxy or electronic proxy appointments for use at the General Meeting	6.00 p.m. on 17 September
General Meeting	11.00 a.m. on 19 September
Admission of the Second Subscription Shares, Third Placing Shares and the Retail Shares (Third Admission)	8.00 a.m. on 22 September
CREST accounts credited for the Second Subscription Shares, Third Placing Shares and the Retail Shares in uncertificated form	8.00 a.m. on 22 September
Expected despatch of definitive share certificates for the Second Subscription Shares, Third Placing Shares and the Retail Shares in certificated form	within 14 days of Third Admission

Notes:

1. Each of the above dates is subject to change at the absolute discretion of the Company and the Banks.
2. All events listed in the above timetable following the General Meeting are conditional on, *inter alia*, the passing of the Fundraising Resolutions at the General Meeting.
3. All of the above times refer to London times.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“AGM Resolutions”	the existing allotment and dis-application of pre-emption authorities obtained at the Annual General Meeting of the Company held on 19 June 2025
“AIM”	a market of the same name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies issued by the London Stock Exchange
“Banks”	Canaccord and VSA
“Canaccord”	Canaccord Genuity Limited
“Closing Price”	the closing middle market quotation of an Ordinary Share as derived from the Daily Official List of the London Stock Exchange on 26 August 2025, the last practicable date prior to the date that the Company announced details of the Placing, being 50 pence
“Company”	Aurigo International plc (company number: 05546181)
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996, as amended)
“CREST Member”	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations)
“CREST Regulations”	The Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
“CREST Sponsor”	a CREST participant admitted to CREST as a sponsor
“CREST Sponsored Member”	a CREST Member admitted to CREST as a sponsored member
“Directors” or “Board”	the board of directors of the Company
“Enlarged Share Capital”	the issued share capital of the Company immediately following Third Admission comprising the Existing Ordinary Shares and the New Ordinary Shares
“EU”	the European Union
“Euroclear”	Euroclear UK & International Limited, the operator of CREST
“Existing Ordinary Shares”	the 58,000,270, Ordinary Shares of £0.002 each in issue at the date of this document, all of which are admitted to trading on AIM and being the entire issued ordinary share capital of the Company

“FCA”	the UK’s Financial Conduct Authority
“First Admission”	the admission of the First Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“First Placing”	the conditional placing of the First Placing Shares at the Issue Price pursuant to the Placing Agreement
“First Placing Shares”	2,528,746 new Ordinary Shares to be issued by the Company to certain VCT and EIS Placees at the Issue Price, as part of the Placing pursuant to the existing authority pursuant to the AGM Resolutions
“First Subscription”	the subscription by Next Gen for the First Subscription Shares pursuant to the Subscription and the Subscription Letter
“First Subscription Shares”	4,126,988 new Ordinary Shares to be issued by the Company to the Subscriber at the Issue Price as part of the Subscription, pursuant to the existing allotment authority pursuant to the AGM Resolutions
“Form of Proxy”	the form of proxy for use in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	the Placing, Subscription and the Retail Offer (and “Fundraise” shall be construed accordingly)
“Fundraise Resolutions”	the resolutions numbered 1 and 2 to be proposed at the General Meeting, as set out in the Notice of General Meeting at the end of this document
“Fundraising Announcements”	the announcements made by the Company on 27 August 2025 and 28 August 2025 in connection with the Fundraise
“General Meeting”	the general meeting of the Company convened for 11.00 a.m. on 19 September 2025 to approve the Resolutions, or any adjournment thereof, notice of which is set out at the end of this document
“Gross Proceeds”	the gross proceeds from the issue of the New Ordinary Shares, prior to the deduction of any expenses, being approximately £14.1 million
“Group”	the Company and its subsidiaries from time to time
“ISIN”	International Securities Identification Number
“Issue Price”	45 pence per New Ordinary Share
“London Stock Exchange”	London Stock Exchange plc
“MAR”	Market Abuse Regulation (EU) No 596/2014
“Money Laundering Regulations”	the Money Laundering Regulations 2007, the money laundering provisions of the Criminal Justice Act 1993, Part VIII of FSMA (together with the provisions of the Money Laundering Sourcebook of the FCA and the manual of guidance produced by the Joint Money Laundering Steering Group in relation to financial sector firms), the Terrorism Act 2000, the Anti Terrorism Crime and Security Act 2001, the Proceeds of Crime Act 2002 and the Terrorism Act 2006

“New Ordinary Shares”	means the Placing Shares, Subscription Shares and the Retail Shares
“Next Gen”	Next Gen Mobility Limited, a company incorporated in Guernsey with registration number 74354
“Notice of General Meeting”	the notice of the General Meeting set out at the end of this document
“Official List”	means the official list of the London Stock Exchange
“Ordinary Shares”	ordinary shares of £0.002 each in the capital of the Company
“Overseas Shareholders”	shareholders with registered addresses outside the United Kingdom or who are citizens or residents of countries outside the United Kingdom
“Placees”	the persons who agree conditionally to acquire the Placing Shares pursuant to the Placing
“Placing”	the First Placing, the Second Placing and the Third Placing
“Placing Agreement”	the agreement between the Company and the Banks dated 27 August 2025 in connection with the Fundraising
“Placing Shares”	together, the First Placing Shares, the Second Placing Shares and the Third Placing Shares
“Prospectus Directive”	directive 2003/71/EC on the requirements for a prospectus to be published when securities are offered to the public or admitted to trading
“Prospectus Rules”	the prospectus rules published by the FCA pursuant to section 73A of FSMA
“Record Date”	6.00 p.m. on 17 September 2025
“Registrar”	Computershare Investor Services plc of The Pavilions, Bridgwater Road, Bristol, BS13 8AE
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting at the end of this document
“Retail Offer”	the offer of the Retail Shares made to qualifying new and existing retail shareholders in the UK and who have an account with an authorised intermediary, allowing the Company to rely of the exemption in Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (S.I.2001/1335)) through the WRAP Platform
“Retail Shares”	712,929 new Ordinary Shares to be allotted and issued conditional on, <i>inter alia</i> , the passing of the Fundraise Resolutions, at the Issue Price pursuant to the Retail Offer
“Second Admission”	the admission of the First Subscription Shares and the Second Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“Second Placing”	the conditional placing of the Second Placing Shares at the Issue Price pursuant to the Placing Agreement

“Second Placing Shares”	4,846,667 new Ordinary Shares to be issued by the Company to Placees at the Issue Price as part of the Placing, pursuant to the existing allotment authority pursuant to the AGM Resolutions
“Second Subscription”	the subscription by Next Gen for the Second Subscription Shares pursuant to the Subscription and the Subscription Letter
“Second Subscription Shares”	17,539,678 new Ordinary Shares to be issued by the Company to the Subscriber at the Issue Price as part of the Subscription, conditional upon, <i>inter alia</i> , the passing of the Fundraise Resolutions
“Securities Act”	the US Securities Act of 1933
“SEDOL”	Stock Exchange Daily Official List
“Shareholders”	holders of Ordinary Shares
“Subscription”	the irrevocable subscription of the Subscription Shares by the Subscriber in accordance with the terms of the Subscription Letter
“Subscription Letter”	the irrevocable subscription agreement between the Company and the Subscriber on 27 August 2025 in connection with the Subscription
“Subscription Shares”	21,666,666 new Ordinary Shares in aggregate, being the First Subscription Shares and the Second Subscription Shares
“Third Admission”	the admission of the Second Subscription Shares, the Third Placing Shares and the Retail Shares to trading on AIM becoming effective in accordance with the AIM Rules
“Third Placing”	the conditional placing of the Third Placing Shares at the Issue Price pursuant to the Placing Agreement
“Third Placing Shares”	1,615,555 new Ordinary Shares to be issued by the Company to the Placees at the Issue Price as part of the Placing, conditional on, <i>inter alia</i> , the passing of the Fundraise Resolutions
“UK”	United Kingdom
“US” or “United States”	United States of America
“VSA”	VSA Capital Limited
“Winterflood”	Winterflood Securities Limited, a company registered in England and Wales with company number 02242204 and having its registered office at Riverbank House, 2 Swan Lane, London, United Kingdom, EC4R 3GA
“WRAP Platform”	the Winterflood Retail Access Platform technology platform being used to facilitate the Retail Offer.

All references in this document to “£”, “pence”, “p” or “pounds sterling” are to the lawful currency of the UK.

LETTER FROM THE CHAIRMAN OF
AURRIGO INTERNATIONAL PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with number 05546181)

Directors:

Andrew Cornish *(Non-Executive Chairperson)*
David Keene *(Chief Executive Officer)*
Ian Grubb *(Chief Financial Officer)*
Graham Keene *(Executive Director)*
Lewis Girdwood *(Executive Director)*
Penelope (Penny) Coates *(Non-Executive Director)*
Joseph (Joe) Elliott *(Non-Executive Director)*
Peter Whiting *(Non-Executive Director)*

Registered Office:

Unit 33 Bilton Industrial Estate
Humber Avenue
Coventry
CV2 1JL

2 September 2025

Dear Shareholder,

**PLACING OF 8,990,968 NEW ORDINARY SHARES, SUBSCRIPTION OF
21,666,666 AND RETAIL OFFER OF 712,929 NEW ORDINARY SHARES AT A
PRICE OF 45 PENCE EACH AND NOTICE OF GENERAL MEETING**

1. INTRODUCTION

Further to the Fundraising Announcements, the Company is pleased to confirm that it has conditionally raised approximately £4.0 million, before fees and expenses, by way of the Placing with existing and new institutional investors at an Issue Price of 45 pence per Placing Share, along with a further £9.75 million by way of a direct conditional subscription at the Issue Price for the Subscription Shares by Next Gen and £0.32 million by way of a conditional retail offer at the Issue Price.

The Issue Price represents a discount of 10 per cent. to the Closing Price.

The New Ordinary Shares will represent, respectively, approximately 35 per cent. of the Company's Enlarged Share Capital.

In order to provide private and other investors who have not taken part in the Placing with an opportunity to participate in the Placing, the Company enabled investors to subscribe for new Ordinary Shares at the Issue Price via the Retail Offer.

The Placing comprises the First Placing of the First Placing Shares, the Second Placing of the Second Placing Shares, neither of which are conditional on Shareholder approval, and the Third Placing of the Third Placing Shares.

The Subscription comprises the First Subscription of the First Subscription Shares (which is not conditional on Shareholder approval) and the Second Subscription of the Second Subscription Shares.

The issue and allotment of the Third Placing Shares, Second Subscription Shares and the Retail Shares, requires Shareholder approval at the General Meeting (as further detailed below).

The total amount that the Company has raised pursuant to the Fundraising is approximately £14.1 million (before expenses).

For the Third Placing, Second Subscription and Retail Offer to proceed, the Company requires Shareholders' approval to authorise the Directors to allot the New Ordinary Shares and disapply pre-emption rights in relation to the issue of the Third Placing Shares pursuant to the Third Placing, the Second Subscription Shares pursuant to the Second Subscription and the Retail Shares pursuant to the Retail Offer.

I am writing to provide you with details of the Fundraising and to give you notice of the General Meeting to consider and, if thought fit, approve the Resolutions to grant these authorities. The General Meeting is to

be held at the Company's registered office at 11.00 a.m. on 19 September 2025. The formal notice of General Meeting is set out at the end of this document and Shareholders should refer to paragraph 6 below for information regarding the General Meeting. The First Placing, Second Placing and First Subscription do not require Shareholder approval as the First Placing Shares, the Second Placing Shares and the First Subscription Shares will be issued and allotted pursuant to the AGM Resolutions.

Those Directors and their immediate families and connected persons (within the meaning of section 252 of the Companies Act) that hold Existing Ordinary Shares have given irrevocable undertakings to vote in favour of the Resolutions in respect of their respective entire holdings of Existing Ordinary Shares representing, in aggregate, approximately 37 per cent. of the Ordinary Shares expected to be in issue following Second Admission.

2. REASONS FOR THE FUNDRAISING AND USE OF PROCEEDS

The Company requires further capital to continue executing its strategy and to help accelerate its growth in a rapidly developing market, hence it is undertaking the Fundraising. The net proceeds of the Fundraising (after deducting the costs and expenses of the Fundraising) are intended to be used, *inter alia*, as follows:

- to support customer conversion costs, including the build of multiple show demonstrator vehicles;
- for investment in additional software and engineering teams;
- for the development of an enlarged deployment team to support customer rollouts;
- to relocate to new, identified and nearby, UK facilities and headquarters with increased design and manufacturing capacity;
- to enable the more rapid and scalable production of vehicles by greater use of modularisation and subcontractors;
- to fund global patent costs, including expansion into new territories; and
- for additional working capital for the Autonomous division, for additional customer engagement purposes and to further accelerate the Board's strategy.

3. INFORMATION ON NEXT GEN

Next Gen is a Guernsey-incorporated holding company which the Company has been informed has been established to invest in and acquire intellectual property and operate businesses involved in the development of autonomous vehicle systems, last-mile connectivity solutions, as well as biofuel and new energy technologies. Next Gen is majority owned by Jonathan Keeling, alongside Artha Global Opportunities Fund (an Indian investment fund which is managed by Artha Bharat Investment Managers IFSC LLP). Next Gen recently acquired Ultra Global, the developer of personal rapid transit systems, from Heathrow Enterprises Limited and other shareholders.

The Company has identified additional potential future commercial opportunities with Ultra Global and Next Gen, subject to contract, through UK projects focused on implementing pods and passenger rapid transport systems. In time and subject to contract, there is also the potential for the offshore manufacturing of some of the Company's vehicles in India, enabling access to a lower-cost supply base, and also opportunities to support entry into the South Asian and South East Asian aviation markets.

Next Gen (and its connected persons) are expected to hold 4,126,988 Ordinary Shares on Second Admission, representing in aggregate approximately 6 per cent. of the then Enlarged Share Capital at that time and will hold 21,666,666 Ordinary Shares on Third Admission, representing in aggregate approximately 24 per cent. of the then Enlarged Share Capital at that time. Next Gen has entered into a relationship agreement with the Company pursuant to which it has undertaken to the Company that, for so long as it (either alone or together with its connected persons) is interested in Ordinary Shares carrying 10 per cent. or more of the Company's voting share capital, it will not act to unduly influence the Company or its Board or otherwise interfere with the day-to-day management of the Company. Next Gen have not been granted a right to appoint a director to the Board of the Company.

4. CONDITIONS OF THE PLACING AND RETAIL OFFER

The Issue Price at which the Placing Shares, the Subscription Shares and the Retail Shares are to be placed is 45 pence.

The Issue Price of 45 pence per New Ordinary Share equates to a 10 per cent. discount to the mid-market Closing Price of an Existing Ordinary Share on 26 August 2025.

The New Ordinary Shares, when issued, will be fully paid and will rank *pari passu* in all respects with each other and with the Existing Ordinary Shares of the Company, including, without limitation, the right to receive all dividends and other distributions declared, made or paid after the date of issue.

An application has been made to the London Stock Exchange for First Admission. Settlement of the First Placing Shares issued pursuant to First Admission is expected to take place at 8.00 a.m. on 3 September 2025.

An application has been made to the London Stock Exchange for Second Admission. Settlement of the Second Placing Shares and First Subscription Shares issued pursuant to Second Admission is expected to take place at 8.00 a.m. on 4 September 2025.

An application has been made to the London Stock Exchange for Third Admission. Settlement of the Third Placing Shares, Second Subscription Shares and Retail Shares issued pursuant to Second Admission is expected to take place at 8.00 a.m. on 22 September 2025, assuming the Fundraise Resolutions are passed at the General Meeting.

The First Placing is conditional, amongst other things, upon the Placing Agreement becoming or declared unconditional in all respects and not having been terminated in accordance with its terms prior to the First Admission.

The Second Placing is conditional, amongst other things, upon:

- (a) First Admission having taken place; and
- (b) the Placing Agreement becoming or declared unconditional in all respects and not having been terminated in accordance with its terms prior to Second Admission.

The Third Placing is conditional, amongst other things, upon:

- (c) Second Admission having taken place;
- (d) the passing of the Fundraise Resolutions at the General Meeting, which will be proposed to grant the Directors the necessary authority and power to allot the Third Placing Shares, Second Subscription Shares and the Retail Shares for cash on a non-pre-emptive basis; and
- (e) the Placing Agreement becoming or declared unconditional in all respects and not having been terminated in accordance with its terms prior to Third Admission.

5. DETAILS OF THE FUNDRAISING

5.1 The Placing

The Company has raised approximately £4 million (before fees and expenses) by way of a conditional, non-pre-emptive placing of 8,990,968 new Ordinary Shares at the Issue Price.

In order to broaden the Company's institutional investor base and to minimise the time and transaction costs of the Placing, the Placing Shares have only being placed by the Banks with a limited number of existing and new institutional and other investors. The Placing Shares are not being made available to the public.

5.2 Details of the Subscription

Next Gen will subscribe for, in aggregate, 21,666,666 new Ordinary Shares at the Issue Price per Subscription Share, pursuant to the Subscription Agreement as described in the Fundraising Announcements.

The First Subscription is subject to and conditional on the Second Admission. The Second Subscription is subject to and conditional on the Fundraise Resolutions, Second Admission and Third Admission. Completion of the Subscription is also conditional, *inter alia*, upon the Subscription Letter not having been terminated and becoming unconditional in respect of the relevant tranche.

The Subscription is not underwritten.

5.3 **The Placing Agreement**

In connection with the Placing, the Company entered into the Placing Agreement pursuant to which the Banks have agreed, in accordance with its terms, to use reasonable endeavours to procure subscribers for the Placing Shares (comprising shares issued pursuant to the First Placing, Second Placing and the Third Placing) at the Issue Price. None the First Placing, Second Placing nor the Third Placing are underwritten.

In accordance with the terms of the Placing Agreement, the First Placing is conditional upon, amongst other things, First Admission and the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to First Admission occurring on or before 8.00 a.m. on the 30 September 2025 (or such later date as the Banks and the Company may agree).

In accordance with the terms of the Placing Agreement, the Second Placing is conditional upon, amongst other things, the First Admission having taken place, the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Second Admission and Second Admission occurring on or before 8.00 a.m. on the 30 September 2025 (or such later date as the Banks and the Company may agree).

In accordance with the terms of the Placing Agreement, the Third Placing is conditional upon, amongst other things, the passing of the Fundraise Resolutions, Second Admission having taken place, the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Third Admission and Third Admission occurring on or before 8.00 a.m. on the 30 September 2025 (or such later date as the Banks and the Company may agree).

The Placing Agreement contains certain warranties given by the Company concerning the accuracy of information given in this document and the announcement made by the Company in respect of the Placing as well as other matters relating to the Group and its business. The Placing Agreement is terminable by Canaccord (in respect of all parties) and/or VSA (in respect of itself only) in certain circumstances up until the time of First Admission (in respect of the Placing) up until the time of Second Admission (in respect of the Second Placing and Third Placing and up until the time of Third Admission (in respect of the Third Placing)), including, *inter alia*, should there be a breach of a warranty contained in the Placing Agreement or a force majeure event takes place or a material adverse change occurs to the business of the Company or the Group. The Company has also agreed provide customary indemnities to the Banks against all losses, costs, charges and expenses which the Banks may suffer or incur as a result of, occasioned by or attributable to the carrying out of its duties under the Placing Agreement.

5.4 **Details of the Retail Offer**

The Retail Offer launched on 27 August 2025 to eligible investors subscribing via the WRAP Platform and closed at 12 noon on 29 August. A total of 712,929 new Ordinary Shares are to be issued under the Retail Offer at the Issue Price which raises £0.32 million (before fees and expenses). The Retail Offer is conditional on the passing of the Fundraise Resolutions, the Third Placing and Second Subscription being or becoming wholly unconditional and Third Admission having taken place.

The Company has relied on an available exemption against the need to publish a prospectus approved by the FCA (acting in its capacity as the UK Listing Authority) in respect of the Retail Offer.

5.5 **Status of New Ordinary Shares**

The New Ordinary Shares will be issued credited as fully paid and will be identical to and rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all future distributions, declared, paid or made in respect of the Ordinary Shares following the date of First Admission, Second Admission and Third Admission (as applicable).

5.6 **Admission of the New Ordinary Shares**

First Admission

An application has been made to the London Stock Exchange for the First Placing Shares to be admitted to trading on AIM.

It is expected that First Admission will occur and dealings on AIM will commence in the First Placing Shares at 8.00 a.m. on 3 September 2025.

It is expected that CREST accounts of the investors in the First Placing Shares who hold their Ordinary Shares in CREST will be credited with their New Ordinary Shares on 3 September 2025.

In the case of investors in the First Placing Shares holding their Ordinary Shares in certificated form, it is expected that certificates will be dispatched within 14 days of the First Admission. Pending dispatch of the share certificates or the crediting of CREST accounts, the Registrar will certify any instruments of transfer against the register.

Second Admission

An application has been made to the London Stock Exchange for the Second Placing Shares and the First Subscription Shares to be admitted to trading on AIM.

Second Admission will occur and dealings will commence in the Second Placing Shares and the First Subscription Shares subject, *inter alia*, on the First Admission. It is expected that Second Admission will become effective in respect of, and that dealings on AIM will commence in the Second Placing Shares and the First Subscription Shares on 4 September 2025.

It is expected that CREST accounts of the investors in the Second Placing Shares and the First Subscription Shares who hold their Ordinary Shares in CREST will be credited with their New Ordinary Shares on 4 September 2025.

In the case of investors in the Second Placing Shares and First Subscription Shares holding their Ordinary Shares in certificated form, it is expected that certificates will be dispatched within 14 days of the Second Admission. Pending dispatch of the share certificates or the crediting of CREST accounts, the Registrar will certify any instruments of transfer against the register.

Third Admission

An application has been made to the London Stock Exchange for the Third Placing Shares, the Second Subscription Shares and the Retail Shares to be admitted to trading on AIM.

Third Admission will occur and dealings will commence in the Third Placing Shares, Second Subscription Shares and the Retail Shares subject, *inter alia*, on the Second Admission and to the passing of the Fundraise Resolutions at the General Meeting. It is expected that Third Admission will become effective in respect of, and that dealings on AIM will commence in the Third Placing Shares, Second Subscription Shares and the Retail Shares on 22 September 2025.

It is expected that CREST accounts of the investors in the Third Placing Shares, Second Subscription Shares and the Retail Shares who hold their Ordinary Shares in CREST will be credited with their New Ordinary Shares on 22 September 2025.

In the case of investors in the Third Placing Shares, Second Subscription Shares and Retail Shares holding their Ordinary Shares in certificated form, it is expected that certificates will be dispatched within 14 days of the Third Admission. Pending dispatch of the share certificates or the crediting of CREST accounts, the Registrar will certify any instruments of transfer against the register.

5.7 **Risks and Uncertainties**

A description of the principal risks and uncertainties associated with the Group's business and how they are being managed is included in the Group's Annual Report and Financial Statements 2024. The Board considers these principal risks and uncertainties are those applicable to the Group.

6. GENERAL MEETING

A notice convening a General Meeting, to be held at the Company's registered office at 11.00 a.m. on 19 September 2025, is set out at the end of this document.

At this meeting, as set out in the Notice of General Meeting:

- Resolution 1 is an ordinary resolution, requiring a simple majority (over 50 per cent.) of the votes cast in person or by proxy, to authorise the Directors under section 551 of the Companies Act 2006 to allot the Third Placing Shares, Second Subscription Shares and the Retail Shares. This authority is in addition to any existing authorities to issue and allot shares pursuant to section 551 of the Act.
- Resolution 2 is a special resolution, requiring a majority of over 75 per cent. or more of the votes cast in person or by proxy, to authorise the Directors under section 570 of the Companies Act 2006, to allot the Third Placing Shares, Second Subscription Shares and the Retail Shares pursuant to the Fundraising on a non-pre-emptive basis.
- Resolution 3 is an ordinary resolution, requiring a simple majority (over 50 per cent.) of the votes cast in person or by proxy, The Company requires the flexibility to allot shares from time to time and Resolution 3 would grant this authority (until the next annual general meeting or unless such authority is revoked or renewed prior to such time) by authorising the Directors (pursuant to section 551 of the Companies Act) to allot relevant securities up to an aggregate nominal amount equal to approximately one third of the Enlarged Share Capital (or approximately two-thirds of the Enlarged Share Capital in connection with a rights issue or other *pro rata* issue to the shareholders). The Directors consider these powers desirable due to the flexibility they give. The Directors currently have no plans to allot relevant securities, but the Directors believe it is in the interests of the Company for the Directors to be granted this authority, to enable the directors to take advantage of appropriate opportunities which may arise in the future. This authority is in addition to any existing authorities to issue and allot shares pursuant to section 551 of the Act and in addition to the authority which would be granted pursuant to Resolution 1.
- Resolution 4 is a special resolution, requiring a majority of over 75 per cent. or more of the votes cast in person or by proxy. Resolution 4 seeks to disapply the pre-emption rights provisions of section 561 of the Act in respect of the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value which equates to approximately 10 per cent. of the Enlarged Share Capital. The Directors consider these powers desirable due to the flexibility they give. The Directors currently have no plans to allot any equity securities for cash pursuant to the disapplication proposed under Resolution 4, but the Directors believe it is in the interests of the Company for the Directors to be granted this authority, to enable the directors to take advantage of appropriate opportunities which may arise in the future. This authority is in addition to any existing authorities to issue equity securities for cash pursuant to section 570 of the Act and is in addition to the authority which would be granted pursuant to Resolution 1.
- Resolution 5 is a special resolution proposing that the Directors be authorised to disapply statutory pre-emption rights in respect of an additional 10 per cent. of the Enlarged Share Capital. In accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-emption Rights, the Directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announcement contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Directors do not, at present, intend to issue any share capital other than in connection with the Fundraising.

The Fundraising Resolutions, if passed, will allow the Third Placing Shares, Second Subscription and the Retail Shares to be issued at a price of 45 pence (each representing a 10 per cent. discount to the 50 pence Closing Price without them first being offered to Shareholders generally in accordance with their statutory pre-emption rights).

The Directors have concluded that proceeding with the Fundraising is the most appropriate option available to the Company for raising additional funds through the issue of Ordinary Shares and that issuing New Ordinary Shares at such a discount under the Fundraising is fair and reasonable so far as all existing Shareholders are concerned. The Issue Price has been set by the Directors following their assessment of market conditions and following discussions with a number of institutional investors. Shareholders and other retail investors were afforded the opportunity to participate in the Fundraising alongside institutional investors via the Retail Offer.

Record Date

Pursuant to Regulation 41 of the CREST Regulations, the Company specifies that only those members registered on the Company's register of members at the Record Date (or, if the General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting.

7. ACTIONS TO BE TAKEN

A Shareholder entitled to attend and vote at the General Meeting may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights to attend the General Meeting, ask questions and vote at the General Meeting.

Proxies may only be appointed by:

- completing and returning the Form of Proxy enclosed with this document to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
- having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members).

Proxy votes must be received no later than 6.00 p.m. on 17 September 2025 or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day) at the latest.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent by no later than 6.00 p.m. on 17 September 2025 (or, in the case of an adjournment, not less than 48 hours before the time fixed for the holding of the adjourned meeting (at the discretion of the Directors, excluding any part of a day that is not a Business Day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in your absence.

8. IRREVOCABLE UNDERTAKINGS

In addition to the Directors' irrevocable undertakings described in paragraph 9 below Next Gen has provided an irrevocable undertaking to vote in favour of the Resolutions at the General Meeting. Following the issue and allotment of the First Subscription Shares to Next Gen it will hold 4,126,988 Ordinary Shares representing 6 per cent. of the total voting rights of the Company following Second Admission.

9. RECOMMENDATION

The Directors consider the Resolutions being proposed at the General Meeting to be in the best interests of the Company and the Shareholders as a whole. Consequently, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they have irrevocably undertaken to do in respect of the 26,027,750 Existing Ordinary Shares held, directly or indirectly, by them which will represent approximately 37 per cent. of the total voting rights of the Company in issue following Second Admission.

Copies of this circular will be available at the registered office of the Company during normal business hours on any business day from the date of this circular up to and including the date of Second Admission.

Yours sincerely

Andrew Cornish

Chairperson
Aurrigo International plc

AURRIGO INTERNATIONAL PLC
NOTICE OF GENERAL MEETING

Notice is given that a general meeting of Aurrito International plc ("**Company**") will be held at the Company's registered office at 11.00 a.m. on 19 September 2025 for the purposes of considering and, if thought fit, passing the following Resolutions of which Resolutions 1 and 3 will be proposed as ordinary resolutions and Resolutions 2, 4 and 5 will be proposed as special resolutions.

Unless the context otherwise requires, words and expressions used in this notice, including in the notes herein, (the "**Notice**") have the meanings given to them in the circular to shareholders dated 2 September 2025, of which this Notice forms part.

ORDINARY RESOLUTION

1. That, pursuant to section 551 of the Act, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £39,736.32 pursuant to the Fundraising.

In this Resolution 1, "**Relevant Securities**" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

This authority is in addition to all existing authorities under section 551 of the Act.

Unless previously revoked, varied or renewed, this authority shall expire on the conclusion at the next annual general meeting of the Company.

SPECIAL RESOLUTION

2. That, subject to the passing of Resolution 1, and pursuant to section 570 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by Resolution 1 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 the Third Placing Shares, the Second Subscription Shares and the Retail Shares in connection with the Fundraising.

This power is in addition to all existing powers under section 570 of the Act.

Unless previously revoked, varied or renewed, this authority shall expire on the conclusion at the next annual general meeting of the Company.

ORDINARY RESOLUTION

3. That, pursuant to section 551 of Act, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined in Resolution 1):
 - (a) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £119,161.11 (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 3(b) below) in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and

- (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,
subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) in any other case, up to an aggregate nominal amount of £59,580.56 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 3(a) above in excess of £59,580.56),

provided that (unless previously revoked, varied or renewed) these authorities shall expire on the conclusion of the annual general meeting of the Company to be held in 2026, save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act, and in addition to the authorities granted by Resolution 1.

SPECIAL RESOLUTIONS

4. That, subject to the passing of Resolution 3 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 authorities granted by Resolution 3 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) equity securities (as defined in section 560 of the Act) in connection with an offer or issue by way of rights:
 - (i) to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary

subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of Resolution 3 up to an aggregate nominal amount of £17,874.17,

and (unless previously revoked, varied or renewed) these authorities shall expire at such time as the general authority conferred on the Directors by Resolution 3 above expires, save that the Company may make an offer or agreement before the power conferred by this Resolution 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.

This power is in addition to all existing powers under section 570 of the Act and in addition to the authorities granted by Resolution 2.

5. That, subject to the passing of Resolution 3 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 authorities granted by Resolution 3 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be:
 - (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £17,874.17; and
 - (b) 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 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,

and (unless previously revoked, varied or renewed) this authority shall expire at such time as the general authority conferred on the Directors by Resolution 3 above expires, save that the Company may make an offer or agreement before the power conferred by this Resolution 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.

By order of the Board

Alex Dymock

SWA Governance

Company Secretary

2 September 2025

Registered office: 33 Bilton Industrial Estate, Humber Avenue, Coventry, West Midlands, CV3 1JL

Registered in England and Wales No. 05546181

NOTES TO THE NOTICE OF GENERAL MEETING

1. Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on 17 September 2025 or, in the event that the Meeting is adjourned, in the Register of Members at the close of business two days before the time of any adjourned meeting shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on 17 September 2025 or, in the event that the Meeting is adjourned, at close of business two days before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

2. Proxies

A shareholder entitled to attend and vote at the General Meeting may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights to attend the Meeting, ask questions and vote at the General Meeting. Where more than one proxy is appointed, each proxy must be appointed for different shares.

Proxies may only be appointed by:

- Completing and returning the Form of Proxy enclosed with this Notice to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
- Having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members). Please refer to the CREST manual on the Euroclear website (www.euroclear.com/CREST) for further information.

Return of the Form of Proxy will not prevent a shareholder from attending the Meeting (whether in person); however, if you have already voted by proxy, you will still be able to vote at the Meeting (whether in person) and your vote on the day will replace your previously lodged proxy vote.

As a shareholder, you are encouraged to appoint the Chairman of the Meeting as proxy to exercise all or any of your rights to attend, vote and speak at the General Meeting. Alternatively, you may appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the General Meeting by using one of the methods set out in the notes to the Notice.

To be effective, the Form of Proxy must be completed in accordance with the instructions and received by the Company's registrar by 6.00 p.m. (UK time) on 17 September 2025.

To appoint a proxy or to give an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (3RA50) by 6.00 p.m. (UK time) on 17 September 2025. Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 6.00 p.m. (UK time) on any other day. For the purpose of this deadline, 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. CREST personal members or other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

3. Nominated Persons

Any person to whom a copy of this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person") may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have

someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in note (i) above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.

4. Corporate Representatives

A corporation 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.

5. Right to Ask Questions

Under section 319A of the Companies Act 2006, shareholders have the right to ask questions at the AGM relating to the business of the Meeting and for these to be answered, unless such answer would interfere unduly with the business of the Meeting, involve the disclosure of confidential information, if the answer has already been published on the Company's website, or if it is not in the interests of the Company or the good order of the Meeting that the question be answered.

6. Shareholder Enquiries

Computershare Investor Services PLC, maintain the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Computershare Investor Services PLC:

- by telephone: 0370 707 1038
- in writing to: The Pavilions, Bridgwater Road, Bristol, BS13 8AE.

