

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other appropriately qualified professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Allied Minds plc (the "Company"), please pass this document together with the accompanying documents as soon as possible 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.

ALLIED MINDS PLC

(incorporated and registered in England and Wales under number 08998697)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at the offices of Allied Minds plc at 20 Fenchurch St, London EC3M 3BY at 2.00 pm BST / 9.00 am EDT on 26 July 2023, is set out in Part II of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions in this Notice of Meeting. Votes must be received by no later than 2.00 pm BST on 24 July 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

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Part I

ALLIED MINDS PLC

(incorporated and registered in England and Wales under number 08998697)

Registered Office

20 Fenchurch St,
London
EC3M 3BY

3 July 2023

To the holders of the Company's shares

Notice of Annual General Meeting 2023

Dear Shareholder,

I am pleased to be writing to you with details of our 2023 Annual General Meeting ("**AGM**") which we are holding at the offices of Allied Minds plc (the "**Company**") at 20 Fenchurch St, London EC3M 3BY at 2.00 pm BST / 9.00 am EDT on Wednesday, 26 July 2023. The formal notice of AGM is set out at Part II on page 6 of this document ("**Notice**"), and describes each resolution to be proposed at the AGM. The purpose of this letter is to provide you with further details about those resolutions.

The Board anticipates that this year's AGM will be purely functional in format to comply with the relevant legal requirements and will be limited to formal business. The Company will ensure that the necessary quorum requirement is satisfied and that the resolutions set out in the Notice of AGM are proposed and voted upon. The Board is committed to ongoing communications with its shareholders and will continue to maintain shareholder engagement as it has throughout the year, including responding to shareholder calls and correspondence.

Resolutions

Resolutions 1 to 6 (inclusive) in the Notice will all be proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, a simple majority of votes cast on a show of hands must be in favour of the resolution or, on a poll, shareholders representing a simple majority of the total voting rights of the shareholders voting (in person or by proxy) must vote in favour of the resolution.

At the AGM itself, voting will be by way of poll, rather than a show of hands, as the Board considers this to be a more transparent method of voting.

Resolution 1 – Report and Accounts

The Directors are required to present to the AGM the Directors' Report, the Strategic Report, the Audited Statement of Accounts and Auditor's Report of the Company for the financial year ended 31 December 2022 (the "**Annual Report and Accounts**").

A copy of the Annual Report and Accounts is available on the Company's website at <http://www.alliedminds.com/investor/>.

Resolution 2 – Re-appointment of Auditor

This resolution seeks to re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting of the Company at which its annual accounts and reports are laid before the shareholders in accordance with the provisions of the Act and is in accordance with recommendation received from the Audit Committee.

Resolution 3 – Remuneration of Auditor

This resolution seeks the usual authority for the Audit Committee to determine the remuneration of the Company’s auditor, BDO LLP.



Resolutions 4 to 6 (inclusive) – Election of Directors

In accordance with the requirements of the Company’s articles of association, all current Directors are presenting themselves for annual re-election by shareholders at the AGM (by virtue of Mr. Bruce Failing remaining in position as a Director at last year’s AGM and Messrs. Sam Dobbyn and Juan Morera having been appointed as Directors following last year’s AGM). The Directors will be proposed for election pursuant to separate resolutions which, if approved, will take effect from the conclusion of the meeting.

Action to be Taken

If you would like to vote on the resolutions set forth in the Notice but are unable to attend the AGM, you are able to vote electronically at www.signalshares.com. Alternatively, you may appoint a proxy electronically at www.signalshares.com. In each case, for proxy appointments to be valid, they must be received no later than 2.00 pm BST on 24 July 2023.

Link Group, the company’s registrar, has launched a shareholder app: LinkVote+. It’s free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store	GooglePlay
	

Or if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.00pm on 24 July 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 Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the

electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST messages must be received by the issuer's agent (CREST ID No. RA10) by no later than 2.00 pm BST on 24 July 2023.

Attendance

Any Shareholder attending the meeting in person is required to notify the Company Secretary by email at alliedminds@ocorian.com at least **48 hours prior to the AGM**, to allow for registration with security at the venue where the AGM is being held. Please be advised that to gain access to the venue, you are required to bring photographic I.D.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board intends to vote in favour of them in respect of their own beneficial shareholdings and unanimously recommends that you do so as well.

Yours sincerely,

Bruce Failing
Chairman
3 July 2023

Inspection of documents

The following documents will be available for inspection at the registered office of Allied Minds plc, 20 Fenchurch St, London EC3M 3BY during business hours on any weekday from the date of this document until the time of the AGM and at the location of the AGM from 15 minutes before the AGM until it ends:

- copies of the letters of appointment of the Non-Executive Directors.

Part II

ALLIED MINDS PLC NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 **ANNUAL GENERAL MEETING** (“AGM”) of Allied Minds plc (the “Company”) will be held at the offices of Allied Minds plc, at 20 Fenchurch St, London EC3M 3BY, at 2.00 pm BST / 9.00 am EDT on Wednesday, 26 July 2023 for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions.

1. To receive the Directors’ Report, the Strategic Report, the Audited Statement of Accounts and Auditor’s Report of the Company (the “**Annual Report and Accounts**”) for the year ended 31 December 2022.
2. To re-appoint BDO LLP as the auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which annual accounts and reports are laid before the shareholders in accordance with the provisions of the Companies Act 2006.
3. That, the Audit Committee be authorised to determine the remuneration of BDO LLP as the auditor of the Company.
4. To re-elect Mr. Bruce Failing as a Director of the Company.
5. To re-elect Mr. Sam Dobbyn as a Director of the Company.
6. To re-elect Mr. Juan Morera as a Director of the Company.

Registered Office

20 Fenchurch St,
London
EC3M 3BY

3 July 2023

Registered in England and Wales No. 08998697

By Order of the Board

Ocorian Administration (UK) Limited
Company Secretary

Notes

1. Shareholders may request a physical copy of the proxy form from Link Group as provided in the letter to shareholders. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM, or any adjournment thereof. A shareholder may appoint more than one proxy in relation to the AGM provided that a separate proxy form is completed for each appointment and that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. In the case of joint holders, any one holder may appoint a proxy. If more than one proxy form is received in respect of a joint holding, only the vote of the senior holder will be accepted, seniority being determined by the order in which names appear on the Register of Members of the Company. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder, may result in the proxy appointment being invalid. A proxy need not be a shareholder of the Company.
2. Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store	GooglePlay
	

3. Or if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.00pm on 24 July 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 Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
4. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

5. A proxy may only be appointed in accordance with the procedures set out in notes 1 to 3 and 9 to 12 and the notes to the proxy form. No appointment of a proxy shall be valid after the expiry of 12 months from the date it is given.
6. Any person to whom the Notice is sent, who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such persons should direct any communications and enquiries to the registered holder of the shares by whom they were nominated and not to the Company or its registrars.
7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
8. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at the close of business on 24 July 2023 (or, if the meeting is adjourned, such time being not more than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
9. As at 30 June 2023 (being the last business day prior to the publication of the Notice), the Company's existing issued ordinary share capital consisted of 239,650,273 ordinary shares of one pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 30 June 2023 were 239,650,273. At such date, no shares were held in treasury.
10. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK and International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST ID No. RA10) by no later than 2.00 pm BST on 24 July 2023 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.
12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland 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 or her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. 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.

13. 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.
14. Any corporation which is a shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
15. Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish, on its website, a statement setting out any matter that such shareholders propose to raise at the meeting relating to (i) the audit of the Company's accounts (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 accounts and reports were laid in accordance with section 437 of the Act. Any such request must (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported; (b) comply with the requirements set out in note 15 below; and (c) be received by the Company at least one week before the meeting. The Company may not require the shareholders requesting such website publication to pay its expenses in complying with the request. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under section 527 of the Act, to publish on a website.
16. Any Shareholder attending the meeting in person is required to notify the Company Secretary by email at alliedminds@ocorian.com at least 48 hours prior to the AGM, to allow for registration with security at the venue where the AGM is being held. Please be advised that to gain access to the venue, you are required to bring photographic I.D.
17. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting for the question to be answered.
18. Voting on all resolutions will be conducted by way of poll, rather than on a show of hands, as the Board considers this to be a more transparent method of voting.
19. You may not use any electronic address provided either in the Notice or any related documents (including the Chairman's letter and proxy form) to communicate for any purposes other than those expressly stated. Any electronic communication sent by a shareholder to the Company or Link Group which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
20. Mobile telephones may not be used in the meeting room. In addition, cameras, tapes, video recorders and such other items as the Chairman of the AGM may specify are not allowed in the meeting room. We reserve the right to confiscate these items for the duration of the AGM if they are used to record or otherwise disrupt the AGM.