

Notice of Annual General Meeting 2023

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.

If you have sold or transferred all of your shares in AB Dynamics plc, please forward this document, together with the accompanying report and accounts and form of proxy, 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.

AB Dynamics plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of the members of AB Dynamics plc (the Group) will be held at 11.00 a.m. on Wednesday 11 January 2023 at the offices of Tulchan Communications, 2nd Floor, 85 Fleet Street, London EC4Y 1AE, for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolution 11 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. To receive the annual accounts of the Group for the year ended 31 August 2022, together with the reports of the Directors and the auditor on those accounts.
2. To approve the Directors' remuneration report, as set out on pages 82 to 89 of the Group's Annual Report and Accounts for the financial year ended 31 August 2022.
3. To declare a final dividend of 3.54p per share, to be paid to all shareholders on the register of members as at 30 December 2022.
4. To re-appoint Richard Elsy as a Director of the Group.
5. To re-appoint Louise Evans as a Director of the Group.
6. To re-appoint Richard Hickinbotham as a Director of the Group.
7. To re-appoint Sarah Matthews-DeMers as a Director of the Group.
8. To re-appoint Dr James Routh as a Director of the Group.
9. To appoint Grant Thornton UK LLP as the auditor of the Group from the conclusion of this AGM until the conclusion of the next AGM of the Group and to authorise the Directors to determine the auditor's remuneration.
10. That, in substitution for any previous authority but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities, the Directors from time to time be and are hereby generally and unconditionally authorised for the purpose of Section 551 of the Companies Act 2006 (the Act) to allot shares of the Group and/or grant rights to subscribe for, or convert any securities into, shares of the Group up to an aggregate nominal amount of £76,284, being approximately one-third of the current issued share capital of the Group provided that this authority shall expire (unless previously renewed, varied or revoked by the Group in a general meeting) at the conclusion of the next AGM of the Group or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

Notice of Annual General Meeting 2023 continued

Notice of Annual General Meeting

SPECIAL RESOLUTION

11. That, subject to the passing of resolution 10 above, the Directors be empowered pursuant to Section 571 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 10 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
- a. the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
 - b. otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £11,442, being approximately 5% of the current issued share capital of the Group,
- provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Group in a general meeting) on a date which is the earlier of 15 months from the date of the passing of this resolution and the conclusion of the next AGM of the Group (the Section 571 Period) but so that the Group may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

Action to be taken

Each shareholder is entitled to appoint one or more proxies to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder.

Shareholders should kindly complete and return the enclosed form of proxy as soon as possible, whether or not they expect to be able to attend the AGM. Return of a form of proxy will not prevent a shareholder from attending, speaking and voting in person at the meeting if that shareholder so wishes and is so entitled. If you are a CREST member you can submit your proxy electronically through the CREST system by completing and transmitting a CREST proxy instruction as described in the notes to this circular and in the form of proxy.

Recommendation

The Board is of the opinion that these proposals are in the best interests of the Group and its shareholders as a whole.

Accordingly, the Directors unanimously recommend all shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Explanatory notes in respect of the resolutions proposed are set out in the appendix to this Notice.

By Order of the Board

David Forbes

Company Secretary
23 November 2022

Registered office:
AB Dynamics plc
Middleton Drive
Bradford on Avon
Wiltshire BA15 1GB

Registered number: 08393914

Notice of Annual General Meeting 2023 continued

Notice of Annual General Meeting

Notes

Pursuant to the Group's Articles of Association (the Articles), members are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Group.

A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. In addition, the Chairman of the meeting will direct that voting on all resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders.

1. Only holders of ordinary shares are entitled to attend and vote at the AGM. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the relevant member. A proxy need not be a member of the Group.
2. You can register your vote(s) for the AGM either:
 - (a) by logging on to www.shareregistrars.uk.com, clicking on the 'Proxy Vote' button and then following the on-screen instructions;
 - (b) by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice. Instructions for completion are shown on the form. To appoint a proxy, the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be completed; or
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with paragraphs 5 to 8 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00 a.m. on 9 January 2023, being 48 hours (ignoring any part of any day that is not a working day) before the start of the AGM. Completion of one of the above proxy voting options will not preclude members from attending and voting in person at the AGM, should they so wish.

3. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
4. In order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Group at 11.00 a.m. on 9 January 2023, being 48 hours (ignoring any part of any day that is not a working day) before the start of the AGM, or, in the event of any adjournment, 48 hours before the start of the adjourned meeting (ignoring any part of any day that is not a working day). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

5. 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 (available via www.euroclear.com/CREST). 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.
6. 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 & Ireland Limited's (Euroclear) specifications and must contain the information required for such instruction, as described in the CREST Manual. 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 (ID 7RA36) by the latest time for the receipt of proxy appointments specified in note 2 above. 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 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.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear 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, 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.
8. The Group may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the powers as a member provided that no more than one corporate representative exercises powers over the same share.

Notice of Annual General Meeting 2023 continued

Notice of Annual General Meeting

Notes continued

10. Any member attending the meeting has the right to ask questions. The Group must cause to be answered any such question relating to the business dealt with at the meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is not in the interests of the Group or the good order of the meeting that the question be answered.
11. As at 22 November 2022 (being the last business day prior to the publication of this Notice), the Group's issued ordinary share capital consisted of 22,885,261 ordinary shares of 1p each, carrying one vote each. Therefore, the total voting rights in the Group as at 22 November 2022 were 22,885,261.
12. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 (the Act), can be found at www.abdplc.com.
13. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in this Notice or in any related documents (including the Chairman's letter and form of proxy) to communicate with the Group for any purposes other than those expressly stated.
14. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Group). The Group determines the purposes for which and the manner in which your personal data is to be processed. The Group and any third party to which it discloses the data (including the Group's registrars) may process your personal data for the purposes of compiling and updating the Group's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Appendix: Explanatory notes on the resolutions to be proposed at the Annual General Meeting

Resolution 1 – Annual Report and Accounts

The Directors must present the annual audited accounts of the Group and the Directors' and Auditor's reports for the year ended 31 August 2022 (2022 Annual Report) to shareholders at the meeting. You are voting to receive the 2022 Annual Report. Detailed information is contained within the 2022 Annual Report.

Resolution 2 – Directors' remuneration report

Shareholders will have the opportunity to cast an advisory vote on the Directors' remuneration report for the year ended 31 August 2022. The report is set out in full on pages 82 to 89 of the 2022 Annual Report. The Directors' entitlement to remuneration is not conditional on the report being approved.

Resolution 3 – Declaration of dividend

Final dividends must be approved by shareholders but cannot exceed the amount recommended by the Directors. The Directors propose a final dividend of 3.54p per ordinary share. If approved, the dividend is expected to be paid to shareholders on the register of members as of 30 December 2022. The Group paid an interim dividend this year; therefore, the total dividend distribution for the year shall be 5.3p per ordinary share.

Resolutions 4 to 8 – Re-appointment of Directors

Resolutions 4 to 8 relate to the re-appointment of the Group's Directors. Under the Group's Articles, one-third of the Directors are required to retire from office by rotation each year. Notwithstanding the provisions of the Articles, the Board has determined that all of the Directors shall retire from office at the AGM in line with the best practice recommendations of the Financial Reporting Council's UK Corporate Governance Code. Each of the Directors intends to stand for re-appointment by the shareholders. Biographical details, skills and experience for each of the Directors can be found on pages 62 and 63 of the 2022 Annual Report and at www.abdplc.com/about/board-of-directors.

Notice of Annual General Meeting 2023 continued

Appendix: Explanatory notes on the resolutions to be proposed at the Annual General Meeting continued

Resolution 9 – Appointment of the auditor and the auditor’s remuneration

The Group is required to appoint an auditor at each general meeting at which accounts are laid before the Group to hold office until the end of the next such meeting. Grant Thornton UK LLP has expressed its willingness to be appointed as the auditor to the Group. This resolution proposes the appointment of Grant Thornton UK LLP and, in accordance with standard practice, gives authority to the Directors to determine the remuneration to be paid to the auditor.

Resolution 10 – Directors’ authority to allot shares

Under the Act, the Directors of a company may only allot unissued shares in the capital of the company or grant rights to subscribe for, or convert any security into, shares in the company if they are authorised to do so by the shareholders at a general meeting or by the company’s articles of association.

This resolution gives the Directors authority to allot shares in the Group up to an aggregate nominal amount of £76,284, representing approximately one-third of the Group’s issued ordinary share capital as at 22 November 2022 (being the last business day prior to the publication of this Notice). This authority will expire at the conclusion of the next Annual General Meeting to be held in 2024.

The Directors do not have any present intention of exercising this authority but consider it desirable that they should have the flexibility to allot shares, or grant rights to subscribe for, or convert any security into shares, if circumstances arise where it may be advantageous for the Group to do so.

Resolution 11 – Partial disapplication of pre-emption rights

This resolution will, if approved, renew the Directors’ authority to allot equity securities (as defined in the Act) for cash otherwise than to existing shareholders pro rata to their holdings. This authority, which will expire at the conclusion of the Annual General Meeting of the Group to be held in 2024, is limited to the allotment of: (a) equity securities in connection with a rights issue; and (b) equity securities up to an aggregate nominal amount of £11,442, representing approximately 5 per cent. of the Group’s issued ordinary share capital as at 22 November 2022 (being the last business day prior to the publication of this Notice).

The Directors have no present intention to use this authority but consider that the proposed disapplication of pre-emption rights is desirable to give the Group the ability to issue a limited number of shares for cash to third parties, where to do so would be of benefit to the Group.