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This notice of meeting is important and requires your immediate attention.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Yü Group PLC, please pass this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected so that they can pass these documents to the person who now holds the shares.

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# YÜ GROUP PLC

(Incorporated and registered in England and Wales with company number 10004236)

## NOTICE OF ANNUAL GENERAL MEETING

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Whether or not you intend to attend the annual general meeting, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions printed on the proxy form. The proxy form must be received by our registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, as soon as possible and by no later than 1 p.m. on 20 May 2025 (or, if the annual general 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 annual general meeting).

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting ("the AGM") of Yü Group PLC ("the Company") will be held at the offices of Panmure Liberum, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY, on 22 May 2025 at 1 p.m. for the following purposes:

### Ordinary business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

#### Report and accounts

1. To receive the audited annual accounts of the Company for the year ended 31 December 2024, together with the directors' reports and the auditors' report on those annual accounts.

#### Declaration of final dividend

2. To declare a final dividend for the year ended 31 December 2024 on the issued ordinary shares of £0.005 each in the capital of the Company at the rate of 41 pence per ordinary share to be paid on 19 June 2025 to the shareholders whose names appear on the register of members of the Company as at the close of business on 30 May 2025.

#### Re-election of Robin Paynter Bryant

3. To re-elect Robin Paynter Bryant as a director of the Company, who retires by rotation pursuant to Article 94 of the Company's articles of association.

#### Re-appointment of auditor

4. To re-appoint RSM UK Audit LLP as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

#### Auditors' remuneration

5. To authorise the directors to determine the remuneration of the auditor.

### Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 and 8 will be proposed as special resolutions.

#### Directors' authority to allot shares

6. That, in substitution for any equivalent authorities and powers granted to the directors and unused prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("the Act") to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £27,983.03 provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM of the Company, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

#### Directors' power to issue shares for cash

7. That, if resolution 6 is passed, the directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £8,394.91, such authority to expire at the end of the next AGM (or, if earlier, at the close of business on date falling 15 months after the date of the passing of this resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired).

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**Authority to purchase shares (market purchases)**

8. That, the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of £0.005 each ("Ordinary Shares") provided that:
- (a) the maximum number of Ordinary Shares authorised to be purchased is 1,678,982;
  - (b) the minimum price which may be paid for any such Ordinary Share is £0.005;
  - (c) the maximum price which may be paid for an Ordinary Share shall be the higher of:
    - (i) 105 per cent of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the share is contracted to be purchased; and
    - (ii) an amount equal to the higher of the price of:
      - (A) the last independent trade of an Ordinary Share; and
      - (B) the highest current independent bid for an Ordinary Share, as derived from the London Stock Exchange Trading System; and
  - (d) this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

Dated: 2 April 2025

By order of the Board

**PAUL RAWSON**  
Company Secretary

**REGISTERED OFFICE:**  
CPK House, 2 Horizon Place,  
Nottingham Business Park, Mellors Way,  
Nottingham NG8 6PY

## EXPLANATORY NOTES

Resolutions 1 to 6 are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 7 and 8 are proposed as special resolutions, which means that, for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

The notes below explain the proposed resolutions.

### **Resolution 1: Reports and accounts**

The Company is required to lay before shareholders in general meeting the annual report and accounts of the Company for each financial year. The annual report and accounts for the year ended 31 December 2024 were posted to shareholders on 2 April 2025 and are available on the Company's website. The directors ask that shareholders approve the Company's annual report and accounts for the year ended 31 December 2024, including the reports of the directors and the auditor.

### **Resolution 2: Declaration of final dividend**

A final dividend can only be paid after shareholders have approved it in general meeting. Shareholders are being asked to approve a final dividend of 41 pence per Ordinary Share in respect of the year ended 31 December 2024. If you approve the recommended final dividend, it will be paid on 19 June 2025 to the shareholders whose names appear on the register of members of the Company as at the close of business on 30 May 2025.

### **Resolution 3: Re-election of Robin Paynter Bryant**

As required by the Company's articles of association, Robin Paynter Bryant will put himself forward for re-election at the AGM. Resolution 3 seeks your approval to re-elect him as a director of the Company.

A biography of Robin Paynter Bryant is set out on page 44 of the Company's annual report and accounts.

### **Resolution 4: Re-appointment of auditor**

The auditor of a public company must be appointed at each general meeting at which accounts are laid. Resolution 4 proposes the re-appointment of RSM UK Audit LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company.

### **Resolution 5: Auditors' remuneration**

Resolution 5 gives authority to the directors, in accordance with standard practice, to agree the remuneration of the Company's auditor.

### **Resolution 6: Directors' authority to allot shares**

The authority conferred on the directors at the AGM of the Company held in 2024 to allot shares or grant rights to subscribe for or convert any security into shares in the Company expires at the conclusion of this year's AGM. The purpose of resolution 6 is to replace that authority. The authority sought under resolution 6 is in line with the latest guidance published by the Investment Association in February 2023 on the powers of directors to allot shares.

Resolution 6 would allow the directors to allot new shares and grant rights to subscribe for or convert any securities into shares up to an aggregate nominal value of £27,983.03. This represents approximately one-third (33.33%) of the Company's total issued Ordinary Share capital, excluding treasury shares, as at 1 April 2025, being the latest practicable date prior to publication of this notice.

The authority sought under resolution 6 will, if granted, lapse at the end of the Company's next AGM of the Company or, if earlier, the date falling 15 months after the date of the passing of resolution 6.

### **Resolution 7: Directors' power to issue shares for cash**

Resolution 7 seeks limited authority for the directors to allot shares and other equity securities and sell treasury shares in the Company for cash under the authority granted to them in resolution 6, in certain circumstances, without first offering them to existing shareholders. This is known as disapplication of the pre-emption rights provided by Section 561 of the Act. Resolution 7 replaces the previous authority to disapply pre-emption rights conferred on the directors at the AGM of the Company held in 2024 which will expire at the conclusion of this year's AGM.

Resolution 7 is in line with the guidance set out in the Pre-emption Group's Statement of Principles for the Disapplication of Pre-emption Rights, as updated in November 2022 ("the Statement of Principles"). The Statement of Principles allows directors to allot shares and other equity securities and sell treasury shares for cash otherwise than in connection with a pre-emptive offer up to 10% of the Company's issued share capital, excluding treasury shares.

The authority sought under resolution 7 will, if granted, lapse at the end of the Company's next AGM or, if earlier, close of business on the date falling 15 months after the passing of resolution 7.

### **Resolution 8: Authority to purchase shares (market purchases)**

In the opinion of the directors, the purchase by the Company of its own shares may, in certain circumstances, be advantageous to shareholders. Shareholders are being asked to give the Company authority to buy back up to 10% of its issued share capital in the market, excluding treasury shares, renewing the authority granted at the 2024 AGM. Resolution 8 sets out the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought.

The directors intend to exercise this authority only if they are satisfied at the time that it is in the best interests of shareholders to do so and that it would result in an increase in earnings per share. It is the directors' current intention that any Ordinary Shares bought back under this authority will be cancelled or held in treasury. This authority is to remain in force until the end of the Company's next AGM or, if earlier, close of business on the date falling 15 months after the passing of resolution 8.

### **Member Notes:**

1. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at 6.00 p.m. on 20 May 2025 (or if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him or her. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment). A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chair of the AGM or another person as a proxy. You can only appoint a proxy using the procedures set out in these Member Notes and in the notes to the proxy form.
3. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, as soon as possible and by no later than 1 p.m. on 20 May 2025 (or, if the AGM 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 AGM).
4. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
5. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: by the appointment either of a proxy (described in Member Notes 2 and 3 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.
6. As at close of business on 1 April 2025, the Company's issued share capital comprised 17,019,315 Ordinary Shares of £0.005 nominal value each. Each Ordinary Share carries the right to one vote at a general meeting of the Company. 229,496 Ordinary Shares were held in treasury and accordingly the total number of voting rights in the Company as at close of business on 1 April 2025 is 16,789,819.
7. The following documents are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM:
  - (a) copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings; and
  - (b) letters of appointment of the non-executive directors.
8. Biographical details of the directors are set out on page 44 of the Company's annual report and accounts.



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2 Horizon Place  
Nottingham Business Park  
Mellors Way  
Nottingham NG8 6PY

[www.yugroupplc.com](http://www.yugroupplc.com)