
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

BARKBY GROUP PLC

(Registered in England and Wales with company number 07139678)

Notice of Annual General Meeting

On 22 February 2023 at 10.00 a.m.

This document should be read as a whole. Your attention is drawn to the letter from the Executive Chairman of the Company set out on page 2 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting (“**AGM**”).

Notice of the AGM (the “AGM Notice”), which will take place at 115b Innovation Drive, Milton, Abingdon, OX14 4RZ on 22 February 2023 at 10.00 a.m., is set out on pages 3 and 4 of this document.

If you are unable to attend the AGM, please complete and submit a form of proxy in accordance with the instructions set out in the notes to the AGM Notice set out on pages 5 and 6 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by Share Registrars Limited (under CREST Participation ID 7RA36) by no later than 10.00 a.m. on 20 February 2023. The time of receipt will be taken to be the time from which Share Registrars Limited are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Registered office:
115b Innovation Drive
Milton
Abingdon
England
OX14 4RZ

Directors:

Charles Dickson (Executive Chairman)
Douglas Benzie (Group Chief Financial Officer)
Jonathan Warburton (Independent Non-Executive Director)
Jeremy Sparrow (Independent Non-Executive Director)
Matthew Wood (Independent Non-Executive Director)

19 January 2023

Dear Shareholder

Notice of Annual General Meeting

I have pleasure in sending you notice convening the annual general meeting of Barkby Group plc (the “**Company**”). The meeting will be held on 22 February 2023 at 10.00 a.m. at 115b Innovation Drive, Milton, Abingdon, OX14 4RZ. As you will see from the formal notice of meeting which follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed is set out in the Explanatory Notes to the Resolutions starting on page 7.

You can vote in respect of your shareholding by attending the meeting or by appointing one or more proxies to attend the meeting and vote on your behalf.

Proxies may be appointed either:

- by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
- 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; and/or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 6 to 9 below.

In order for a proxy appointment to be valid, the proxy must be received by Share Registrars Limited by 10.00 a.m. on 20 February 2023.

Recommendation

Your directors consider that the resolutions to be proposed will promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, your directors unanimously recommend that shareholders vote in favour of all of the resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Charles Dickson
Executive Chairman

BARKBY GROUP PLC

(Registered in England and Wales with company number 07139678)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Barkby Group plc (the “**Company**”) will be held on 22 February 2023 at 10.00 a.m. at 115b Innovation Drive, Milton, Abingdon, OX14 4RZ. The business of the meeting will be to consider and, if thought fit, to pass the following ordinary and special resolutions:

Ordinary Resolutions

1. To receive the audited financial statements of the Company, the strategic report, the directors’ report and the auditor’s report for the financial year ended 2 July 2022.
2. To reappoint Jonathan Warburton, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a director of the Company.
3. To reappoint Crowe UK LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the members of the Company.
4. To authorise the audit committee of the board of directors to determine the remuneration of the Company’s auditors.
5. THAT the directors of the Company (the “**Directors**”) are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”), in substitution for all previous authorisations, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”):
 - (a) up to an aggregate nominal amount of £411,004.59; and
 - (b) in relation to equity securities (within the meaning of section 560 of the Act), up to an aggregate nominal amount of £822,009.18 (after deducting from such amount the aggregate nominal amount of any shares allotted and Rights granted under paragraph (a) above) in connection with an offer by way of rights issue made:
 - (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer; and
 - (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the Directors consider it desirable, as may be permitted by such rights,

but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, and this authorisation shall, unless previously revoked by resolution of the Company, expire at the close of business on the date falling 15 months from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

Special Resolution

6. THAT, subject to the passing of Resolution 5 above, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities made in connection with an offer by way of rights issue:
 - (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer; and
 - (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the Directors consider it desirable, as may be permitted by such rights,

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

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £246,602.75,

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on the date falling 15 months from the date of this annual general meeting) 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 after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

BY ORDER OF THE BOARD

Douglas Alexander Benzie
Company Secretary

Date: 19 January 2023

Registered office:
115b Innovation Drive
Milton
Abingdon
England
OX14 4RZ

Notes to the Notice of Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only shareholders entered on the register of members of the Company at 10.00 a.m. on 20 February 2023 (or in the event that this meeting is adjourned, on the register of members at 10.00 a.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder 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 that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Share Registrars Limited ("**Share Registrars**"), 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of proxy through CREST

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, 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 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.
7. In order for a proxy appointment 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 & International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, 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 Share Registrars (ID 7RA36) no later than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Share Registrars 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.
8. 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(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. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Changing proxy instructions

10. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

11. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

12. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

13. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

14. As at the date of this notice of meeting, the Company's issued share capital comprised 143,261,138 ordinary shares of £0.00860675675675676 each fully paid. The Company does not hold any shares in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this notice of meeting is 143,261,138.

Communication

15. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- (a) calling Share Registrars' shareholder helpline on 01252 821390 or from overseas on +44 1252 821390 (charged at the applicable international rates). Lines are open from 8.30 a.m. to 5.30 p.m. on business days (i.e. Monday to Friday but excluding public holidays); or
 - (b) in writing by email to enquiries@shareregistrars.uk.com.
16. You may not use any electronic address provided in this notice of meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.
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Explanatory Notes to the Resolutions

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 6 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual financial statements and reports

Under the Companies Act 2006 (the “**Act**”), the directors of the Company (“**Directors**”) are required to lay before the Company in general meeting copies of its audited financial statements, the strategic report, the Directors’ report and the auditor’s report for the financial year ended 2 July 2022.

Resolution 2: Retirement and reappointment of Director

The Company’s articles of association provide that, at every annual general meeting, one third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to and not exceeding one third) shall retire from office.

The Director(s) to retire on each occasion shall be those subject to retirement by rotation who have been longest in office since their last election. However, as between persons who became or were re-elected Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

The relevant Directors are Douglas Benzie, Charles Dickson, Jonathan Warburton and Jeremy Sparrow, who were last appointed at the Company’s 2021 annual general meeting. Jonathan Warburton is standing for reappointment.

Resolution 3 and 4: Reappointment and remuneration of auditors

At each general meeting at which financial statements are laid before the shareholders, the Company is required to appoint an auditor to hold office until the next such meeting. Crowe UK LLP is willing to continue in office and Resolution 3 will reappoint them. Resolution 4 will authorise the audit committee of the Directors to determine the auditor’s remuneration.

Resolution 5: Authority to allot shares

Under the Act, the Directors may allot shares and grant rights to subscribe for or convert any securities into shares if they are authorised to do so by shareholders in general meeting. The authorisations being sought will permit the Directors to:

- allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £411,004.59, representing approximately one third of the issued ordinary share capital of the Company as at the date of the notice of meeting; and
- allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with an offer by way of rights issue to existing holders of ordinary shares up to an aggregate nominal amount of £822,009.18, as reduced by the nominal amount of any shares allotted or rights granted under the above authorisation, representing (before any such reduction) approximately two thirds of the issued ordinary share capital of the Company as at the date of the notice of meeting.

As at the date of the notice of meeting, the Company does not hold any treasury shares.

The authorisations sought under this resolution will expire at the close of business on the date falling 15 months from the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company. The resolution complies with the Investment Association Share Capital Management Guidelines.

Resolution 6: Disapplication of pre-emption rights

This resolution, subject to the passing of Resolution 5, disapplies the pre-emption rights under the Act which would otherwise apply on an allotment of ordinary shares and/or the grant of rights to subscribe for or convert any securities into ordinary shares, for cash. It is limited to allotments and grants of rights made in connection with rights issues or other pre-emptive offers where the ordinary shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and otherwise, up to an aggregate nominal amount of £246,602.75, representing approximately 20% of the issued ordinary share capital of the Company (excluding treasury shares) as at the date of the notice of meeting.

The power sought under this resolution will expire at the close of business on the date falling 15 months from the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company.