

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 Existing Ordinary Shares, please send this document and the accompanying Form of Proxy 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 Existing Ordinary Shares, 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)

Change of name

Amendments to Articles of Association

and

Notice of General Meeting

This document should be read in its entirety. Your attention is also drawn to the letter from the Executive Chairman set out in Part I of this document, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting which is referred to below. You should read the whole of this document carefully. Capitalised words and phrases used in this document shall have the meanings given to them in definitions section of this document.

Notice convening a General Meeting of the Company to be held at 115b Innovation Drive, Milton, Abingdon, England OX14 4RZ on 29 December 2023 at 10:00 a.m. is set out at the end of this document. Shareholders will also find enclosed with this document a Form of Proxy. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed on it so as to be received by the Company's registrars, Share Registrars Limited, of 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event no later than 10:00 a.m. on 27 December 2023.

Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 10:00 a.m. on 27 December 2023.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Company's registrars, Share Registrars Limited (ID 7RA36), by no later than 10:00 a.m. on 27 December 2023.

The completion and posting of a Form of Proxy or the appointment of a proxy online or through CREST will not preclude shareholders from attending and voting in person at the General Meeting should they wish to do so.

Copies of this document will be available free of charge from the Company's website at <https://www.barkbygroup.com/>. However, the contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

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DIRECTORS, SECRETARY AND ADVISERS

Directors:	Charles Dickson (<i>Executive Chairman</i>) Douglas Benzie (<i>Group Chief Financial Officer</i>) Jonathan Warburton (<i>Independent Non-Executive Director</i>) Matthew Wood (<i>Independent Non-Executive Director</i>)
Company Secretary:	Douglas Alexander Benzie
Registered Office:	115b Innovation Drive Milton Abingdon England OX14 4RZ
Website address:	https://www.barkbygroup.com/
Nominated Adviser and Joint Broker:	Cavendish Capital Markets Limited One Bartholomew Close London EC1A 7BL
Financial Adviser and Joint Broker:	Stifel Nicolaus Europe Limited 150 Cheapside London EC2V 6ET
Legal adviser to the Company:	Fieldfisher LLP Riverbank House 2 Swan Lane London EC4R 3TT
Registrars:	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2023

Publication of this document	13 December
Latest time and date for receipt of Forms of Proxy and CREST proxy instructions	10:00 a.m. on 27 December
General Meeting	10:00 a.m. on 29 December
Result of General Meeting announced	29 December

The Company reserves the right to alter the dates and times referred to above. If any of the dates and times referred to above are altered by the Company, the revised dates and times will be announced through a Regulatory Information Service without delay.

All references to time in this document are to London time, unless otherwise stated.

DEFINITIONS AND GLOSSARY

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

"AIM"	the market of that name operated by London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published by London Stock Exchange from time to time
"Articles"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Business Day"	any day on which banks are generally open in London for the transaction of business other than a Saturday or Sunday or public holiday
"certificated" or "in certificated form"	refers to an Ordinary Share which is not in uncertificated form (that is, not in CREST)
"Companies Act"	the Companies Act 2006 (as amended from time to time)
"Company" or "Barkby"	Barkby Group plc (incorporated and registered in England and Wales with registered number 07139678) whose registered office address is 115b Innovation Drive, Milton, Abingdon, England, OX14 4RZ
"CREST"	the computerised settlement system operated by Euroclear which facilitates the transferring of title to shares in uncertificated form
"Directors"	the directors of the Company whose names are set out on page 3 of this document
"Euroclear"	Euroclear UK & International Limited
"FCA"	Financial Conduct Authority
"Form of Proxy"	the form of proxy for use at the General Meeting and enclosed with this document
"General Meeting" and "GM"	the general meeting of the Company to be held at 115b Innovation Drive, Milton, Abingdon, England OX14 4RZ on 29 December 2023 at 10:00 a.m., notice of which is set out at the end of this document
"Group"	the Company and its subsidiary undertakings (as defined in the Act) as at the date of this document
"London Stock Exchange"	London Stock Exchange plc
"Notice of General Meeting"	the notice convening the General Meeting set out at the end of this document

"Ordinary Shares"	the ordinary shares of £0.00860675675675676 each in the capital of the Company in issue as at the date of this document
"Proposals"	the change of name of the Company and the amendments to the Articles
"Registrars" or "Share Registrars"	Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX
"Regulatory Information Service"	has the meaning given to it in the AIM Rules
"Resolutions"	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
"Shareholders"	registered holders of Ordinary Shares
"uncertificated" or "in uncertificated form"	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"United States" or "US"	the United States of America, its territories, or possessions, and any state of the United States of America, the District of Columbia and all areas subject to its jurisdiction, or any political subdivision thereof

PART I – LETTER FROM THE EXECUTIVE CHAIRMAN

Barkby Group plc

(Registered in England and Wales with company number 07139678)

Directors:

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

Registered office:

115b Innovation Drive
Milton
Abingdon
England
OX14 4RZ

13 December 2023

To holders of ordinary shares in the Company and, for information only, to holders of share options

Dear Shareholder

Change of name

Amendments to Articles of Association

and

Notice of General Meeting

1. Introduction

The purpose of this document is to explain why the Board believes that it is in the best interests of the Company and the Shareholders that the Resolutions set out in the Notice of General Meeting, to effect the change of name of the Company and the amendments to the Articles, are passed.

2. Proposed change of name

The Resolutions include a resolution to change the name of the Company to Roadside Real Estate plc to reflect the changing nature of the Company's business. Upon the change of name being registered at Companies House, the Company's AIM ticker symbol will be changed to ROAD.

3. Proposed amendments to Articles of Association

As announced by the Company on 4 December 2023, the Company intends to refinance its existing debt facilities, including the £12 million debt facility provided by Tarncourt Properties Limited. The Company is in the process of agreeing a debt raise for a sterling denominated, private loan note (the "**Debt Raise**") and it is anticipated that the size of the Debt Raise will exceed the borrowing limits contained in the Articles. In light of the Company's size and its growth strategy, the Board believes that the borrowing limits in the Articles are unduly limiting. Therefore, the Company is proposing to remove these limits from its Articles, which the Board considers is an approach that is consistent with the market.

The Resolutions include a resolution to amend the Articles. This resolution:

- (a) removes Article 134 (which imposes a limit on the total borrowings of the Group), to allow the Board to exercise the powers of the Company to borrow money and to mortgage or

charge the Company's undertaking, property and assets subject to the Companies Act but without additional restriction. Currently, under Article 134, the Group's total amount borrowed less the aggregate of Current Asset Investments must not exceed an amount equal to 4x Adjusted Capital and Reserves (each such capitalised term as defined and calculated pursuant to the Articles); and

- (b) subject to the passing of Resolution 1, makes all administrative changes to the Articles as the Directors consider necessary or expedient to reflect the change of the name of the Company to Roadside Real Estate plc.

4. General Meeting

You will find at the end of this document a notice convening the General Meeting to be held at 115b Innovation Drive, Milton, Abingdon, England OX14 4RZ on 29 December 2023 at 10:00 a.m. at which the Resolutions will be put to the Company's Shareholders. In particular, the Resolutions to be proposed at the General Meeting will be as follows:

Resolution 1 – Change of name

Resolution 1 is a special resolution to approve the change of the name of the Company to Roadside Real Estate plc.

Resolution 2 – Amendments to the Articles

Resolution 2 is a special resolution to grant the Board authority to amend the Articles to: (i) remove Article 134 (the limit on the total borrowings of the Group); and (ii) make the necessary administrative changes following the passing of Resolution 1.

The full text of the Resolutions is set out in the Notice of General Meeting and a Form of Proxy to be used in connection with the General Meeting is enclosed.

5. Action to be taken in respect of the General Meeting

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Completion of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person if they so choose. Proxies may be appointed by either:

- completing and returning the enclosed Form of Proxy; or
- by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions; or
- using the CREST electronic proxy appointment service (for CREST members only).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited (CREST ID 7RA36) by no later than 10:00 a.m. on 27 December 2023 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in certificated form, the notice of appointment of a proxy should reach the Company's registrars, Share Registrars Limited of 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by no later than 10:00 a.m. on 27 December 2023. Please refer to the Notes

to the Notice of General Meeting on pages 11-12 of this document and the enclosed Form of Proxy for detailed instructions.

Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 10:00 a.m. on 27 December 2023.

The attention of Shareholders is drawn to the voting intentions of the Directors set out below.

6. Recommendation

The Directors believe that the Proposals will promote the success of the Company for the benefit of its Shareholders as a whole.

Accordingly, they unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to (in aggregate) 39,032,999 Existing Ordinary Shares, representing 27.17 per cent. of the share capital of the Company at the date of this document.

Yours sincerely

Charles Dickson
Executive Chairman

PART II – NOTICE OF GENERAL MEETING

Barkby Group plc

(Registered in England and Wales with company number 07139678)

NOTICE IS HEREBY GIVEN that a General Meeting of Barkby Group plc (the "**Company**") will be held on 29 December 2023 at 10:00 a.m. at 115b Innovation Drive, Milton, Abingdon, England OX14 4RZ ("**Notice**"). The business of the meeting will be to consider and, if thought appropriate, to pass the following special resolutions (each a "**Resolution**"):

1. THAT the registered name of the Company be changed to Roadside Real Estate plc.
2. THAT the articles of association of the Company (the "**Articles**") be amended as follows:
 - (a) by the deletion of Article 134 in its entirety (and, accordingly, the re-numbering of all subsequent Articles and effecting all other related consequential administrative changes to the Articles as the Directors consider necessary or expedient); and
 - (b) subject to the passing of Resolution 1 above, to make all administrative changes to the Articles as the Directors consider necessary or expedient to reflect the change of the name of the Company to Roadside Real Estate plc.

By order of the Board
Douglas Alexander Benzie
Company Secretary

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

13 December 2023

Notes to the Notice of General Meeting:

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 10:00 a.m. 27 December 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. Completion and return of the Form of Proxy will not preclude ordinary shareholders from attending and voting in person at the meeting.

Appointment of proxy using the accompanying Form of Proxy

3. A Form of Proxy 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 Form of Proxy is one of multiple forms being returned. All Form of Proxies must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
4. To be valid, a duly completed Form of Proxy 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 at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of online proxy

5. Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 10:00 a.m. on 27 December 2023.

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's 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 Limited (ID 7RA36) no later than 48 hours 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 Limited 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 general meeting, the Company's issued share capital comprised 143,677,804 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 general meeting is 143,677,804.

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 5.00 p.m., Monday to Friday (excluding public holidays in England and Wales); or
 - (b) in writing by email to enquiries@shareregistrars.uk.com.
16. You may not use any electronic address provided in this notice of general meeting or in any related documents (including the accompanying Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.