

Notice of Annual General Meeting ('AGM') and Annual Report

IMPORTANT - PLEASE READ CAREFULLY

You can now access the Annual Report for the year ended 31 December 2023 and the Notice of AGM by visiting the website, www.anexo-group.com.

If you wish to receive a paper copy of the Annual Report or Notice of Annual General Meeting, please contact the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. Telephone +44 (0)371 384 2030. Lines are open 8:30 a.m. to 5:30 p.m. Monday to Friday excluding public holidays in England and Wales. Please note the deadline for receiving proxies is 9:00 a.m. on 14 June 2024.

Annual General Meeting of Anexo Group plc, to be held at 9:00 a.m. on 18 June 2024.

Please note that the AGM is a private meeting for shareholders and duly authorized proxies/representatives.

The Company encourages shareholders to vote by proxy whether or not they intend to attend the Company's AGM in person. This will ensure that votes are registered in accordance with shareholders' wishes regardless of any disruption around the AGM.

Proxy votes may be sent by mail to: Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. The signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting or any adjournment thereof (to be received by 9:00 a.m. on 14 June 2024).

FORM OF PROXY

Form of proxy for use at the Annual General Meeting of Anexo Group plc, to be held at the offices of Bond Turner, 5th Floor, The Plaza, 100 Old Hall Street, Liverpool L3 9QJ, at 9:00 a.m. on 18 June 2024.

I/We direct hereby appoint the Chair of the Meeting or the following person (see note 3 overleaf):

..... in respect ofshares to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Voting ID

Task ID

Shareholder Reference Number

Resolutions

Please mark 'X' to indicate how you wish to vote

Ordinary Resolutions

		For	Against	Withheld*
1	To receive the reports of the Directors and the Financial Statements for the year ended 31 December 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve a final dividend of 1.5p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-appoint Alan Sellers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-appoint Samantha Moss as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To re-appoint Alexander Paiusco as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To re-appoint Roger Barlow as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To re-appoint Richard Pratt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To re-appoint Saki Riffner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To re-appoint Dawn O'Brien as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To re-appoint Christopher Houghton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To re-appoint Julian Addison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	To re-appoint Mark Bringloe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against	Withheld*
13	To re-appoint Gary Carrington as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	To re-appoint RSM UK Audit LLP as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	To authorise the Directors to determine the fees payable to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	To authorise Directors to allot equity securities for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions				
17	To authorise the limited disapplication of pre-emption rights pursuant to section 570 of the Companies Act 2006 as set out in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	To authorise the additional limited disapplication of pre-emption rights pursuant to section 570 of the Companies Act 2006 as set out in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	To authorise the purchase by the Company of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate how you wish your proxy to vote by marking an 'X' in the appropriate box. If the form is duly signed but with no direction as to how the proxy is to vote, the proxy will vote or abstain from voting at his/her discretion.

* A vote "Withheld" is not a vote at law, which means that the vote will not be counted in the proportion of votes "For" or "Against" the relevant resolution

To assist with arrangements, if you intend to attend the AGM in person please mark 'X' in the box opposite.

Signature

Date

FORM OF PROXY

Anexo plc

Notes:

1. Every shareholder is entitled to appoint one or more proxies to attend, speak and vote in his or her stead. A proxy need not be a member of the Company. If a member wishes his proxy to speak on his behalf at the AGM, he will need to appoint his own choice of proxy (who is not the Chair) and give instructions directly to the proxy. The completion and return of a form of proxy (or any CREST Proxy Instruction (as defined in Note 16 of the Notice of AGM)) will enable a shareholder to vote at the AGM without having to be present at the meeting, but will not preclude him from attending the AGM and voting in person if he should subsequently decide to do so.
2. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint the Chair as one of your multiple proxies, insert "Chair of the Meeting" in the space indicated to identify the name of the proxy on the proxy card. To appoint a proxy or proxies, shareholders must:
 - a) complete a form of proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
 - b) complete a CREST Proxy Instruction (as set out in note 4 below); or
 - c) register the appointment of a proxy electronically at www.shareview.co.uk (see Note 12 of the AGM), in each case so that it is received no later than 9:00 a.m. on 14 June 2024.
4. To appoint more than one proxy, you will need to complete a separate form of proxy in relation to each appointment. A form of proxy for use in connection with the AGM is enclosed with this document. If you do not have a form of proxy and believe that you should, please contact the Company's registrars, Equiniti Limited on +44 (0) 371 384 2030 or at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
4. To be valid, the enclosed form of proxy must be lodged with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA not later than 48 hours before the time appointed for the holding of the AGM or at any adjournment thereof. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the AGM and any adjournment(s) of the meeting 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) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
5. CREST members who wish to utilise the CREST electronic appointment service should first read Notes 14 to 17 of the Notice of AGM.
6. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purpose other than those expressly stated.
7. As at 21 May 2024 (being the last business day prior to the publication of the Notice of AGM) the Company's issued share capital consisted of 117,990,294 ordinary shares, carrying one vote each. The total voting rights in the Company as at 21 May 2024 are 117,990,294.



Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU