

Mirriad Advertising Plc

(incorporated and registered in England and Wales under number 09550311)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Mirriad Advertising Plc (the “**Company**”) will be held at the offices of Haynes Boone CDG LLP, 1 New Fetter Lane, London EC4A 1AN on 21 July 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the financial statements for the year ended 31 December 2024, together with the reports of the directors of the Company (the “**Directors**”) and of Cooper Parry Group Limited as the auditors of the Company thereon.
2. To re-appoint James Black as a director of the Company.
3. To appoint Louis Wakefield as a director of the Company.
4. To re-appoint JoAnna Foyle as a director of the Company.
5. To re-appoint Cooper Parry Group Limited as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the members of the Company and to authorise the Directors to determine their remuneration.
6. **THAT** the Directors be hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot Relevant Securities (as defined in the explanatory notes below) up to an aggregate nominal amount of £56,907.82 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution, whichever is the earlier, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would, or might, require Relevant Securities to be allotted or rights after such authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

SPECIAL RESOLUTIONS

7. **THAT** subject to, and upon Resolution 6 above having been passed and becoming effective, the Directors be and are hereby authorised and empowered pursuant to section 570 of Act to allot equity securities, as defined in section 560 of the Act, for cash as if section 561(1) of the Act did not apply to any such allotment, pursuant to the general authority conferred on them by Resolution 6 above **PROVIDED THAT** this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer by way of a rights issue, or any other pre-emptive offer, to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of ordinary shares on a record date fixed by the Directors and to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the law of any territory or the requirements of any regulatory body or stock exchange;
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £17,072.34; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

and provided further that the authority and power conferred by this Resolution shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution, whichever is the earlier, unless such authority is renewed, varied, extended or revoked by the Company at or prior to such time, save that the Company may before such expiry make any offer, agreement or other arrangement which would or might require equity securities to be allotted after the expiry of this authority and the Directors may then allot equity securities in pursuance of such an offer or agreement as if the authority and power hereby conferred had not expired.

8. **THAT** subject to, and upon Resolution 6 above having been passed and becoming effective, the Directors be authorised, in addition to any authority granted under Resolution 7, 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:

- (a) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £17,072.34, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

such authority to expire at the end of the next AGM of the Company (or, if earlier, the 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board

One Advisory Group Limited
Company Secretary
26 June 2025

REGISTERED OFFICE:
6th Floor
One London Wall
London
EC2Y 5EB

EXPLANATORY NOTES TO THE RESOLUTIONS

Resolution 1 – Receiving the account and reports

All public limited companies are required by law to lay their annual accounts before a general meeting of the Company, together with the Directors' reports and auditors' reports on the accounts. At the Annual General Meeting, the Directors will present these documents to the members for the financial year ended 31 December 2024.

Resolution 2 – Re-appointment of James Black

This resolution concerns the re-election of James Black who is retiring in accordance with article 88.1(c) of the Company's articles of association and, being eligible, offers himself for re-appointment.

Resolution 3 – Appointment of Louis Wakefield

This resolution concerns the appointment of Louis Wakefield who was appointed to the Board since the last Annual General Meeting. Mr Wakefield retires in accordance with article 88.1(c) of the Company's articles of association and, being eligible, offers himself for appointment.

Resolution 4 – Re-appointment of JoAnna Foyle

This resolution concerns the re-appointment of JoAnna Foyle who is retiring in accordance with best practice and, being eligible, offers herself for re-appointment.

Resolution 5 – Re-appointment of auditors

This resolution concerns the re-appointment of Cooper Parry Group Limited as auditors until the conclusion of the next general meeting at which accounts are laid and that the Directors are authorised to determine the auditor's remuneration.

Resolution 6 – Directors' power to allot shares

This resolution grants the Directors authority to allot Relevant Securities up to an aggregate nominal value of £56,907.82, representing approximately one third of the issued ordinary share capital of the Company as at 25 June 2025, being the latest practicable date before publication of this notice. This is an authority for the Directors to allot Relevant Securities generally and is in line with relevant corporate governance guidelines.

In resolution 6, "Relevant Securities" means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ("**Shares**") but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employees' share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into Shares.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the passing of the resolution, whichever is the earlier.

Resolutions 7 and 8 – Directors' power to issue shares for cash

These resolutions authorise the Directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). In relation to Resolution 7, the relevant circumstances are: (i) where the allotment takes place in connection with a fully pre-emptive offer; (ii) the allotment is limited to a maximum nominal amount of £17,072.34, representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 25 June 2025 being the latest practicable date before publication of this notice; and (iii) up to 20% of any allotment made under (ii) but with such power to be used only for a follow-on offer (a "Follow-On Offer") which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Pre-Emption Group's Statement of Principles 2022.

In relation to Resolution 8, the powers will be limited to allotments of equity securities (i) up to an aggregate nominal amount of £17,072.34 representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 25 June 2025 being the latest practicable date before publication of this notice and (ii) used only for the purposes of financing (or refinancing, if such refinancing occurs within 12 months of the original transaction) a transaction which the Directors determine to be an acquisition or a specified capital investment of a kind

contemplated paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles 2022. Resolution 8 includes a further authority of up to 20% of any allotment made under (i) but with such power to be used only for a Follow-on Offer.

The Company may hold any shares it buys back "in treasury" and then sell them at a later date for cash rather than simply cancelling them. Any such sales are required to be made on a pre-emptive, pro rata basis to existing shareholders unless shareholders agree by special resolution to disapply such pre-emption rights. Accordingly, in addition to giving the Directors power to allot unissued Ordinary Shares on a non-pre-emptive basis, Resolutions 8 and 9 will also give Directors power to sell Ordinary Shares held in treasury on a non-pre-emptive basis, subject always to the limitations noted above.

The Directors consider that the powers proposed to be granted by Resolutions 7 and 8 are necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

Unless revoked, varied or extended, the authorities conferred by Resolutions 7 and 8 will expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of the resolutions, whichever is the earlier.

Notes:

1. *Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member (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 Annual General Meeting in order to represent you. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars on 0370 702 0150. They are open between 8.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.*
2. *To be valid, the proxy form must be completed and lodged, together with the original power of attorney or other authority (if any) under which it is signed, or a duly certified copy of such power or authority, with the Company's registrars, Computershare Investor Services PLC by hand or post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS996ZY or in accordance with the replied paid details, by 10.00 a.m. on 17 July 2025 (or, if the AGM is adjourned, not less than 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time appointed for holding the Annual General Meeting).*
3. *The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a member attending the Annual General Meeting and voting in person if he/she wishes to do so (although voting in person at the Annual General Meeting will terminate the proxy appointment).*
4. *To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at the close of business on 17 July 2025 (or, if the Annual General Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.*
5. *As at 25 June 2025 (being the last practicable business day prior to the publication of this notice of meeting) the Company's issued share capital consisted of 17,072,347,794 Ordinary Shares of £0.00001 in the capital of the Company, carrying one vote each and 1,995,936 Deferred Shares of £0.025 which do not carry the right to vote. Therefore, the total voting rights in the Company as at 25 June 2025 were 17,072,347,794.*

6. 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 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 & International Limited specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 (CREST ID No. 3RA50) by 10.00 a.m. on 17 July 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited 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 system 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Any corporation which is a member can either (i) appoint a proxy (described in notes 1 to 3 above) or (ii) appoint one or more corporate representatives, who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares. 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.
11. A copy of this notice can be found at mirriadplc.com/investor-relations.

