

Notice of Annual General Meeting

Notice is hereby given that the twenty-first Annual General Meeting of Judges Scientific plc (the "Company") will be held at The Lansdowne Club, 9 Fitzmaurice Place, London W1J 5JD on Tuesday 21 May 2024 at 12.00 noon for the purpose of dealing with the following business, of which items 10, 11 and 12 are special business.

Online voting

Whilst shareholders are able to vote on the resolutions contained in this notice by proxy in accordance with the form of proxy which is enclosed herewith for your use (also see the notes below), we encourage shareholders to vote online via www.signalshares.com by logging on, selecting the "Proxy Voting" link and following the instructions given.

If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate).

If you need help with voting by proxy online, please contact our registrars, Link Group, by emailing shareholderenquiries@linkgroup.co.uk or calling on 0371 664 0300 if calling from the UK or +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am and 5.30 pm Monday to Friday excluding public holidays in England and Wales.

Ordinary business

1. To receive and, if approved, adopt the audited financial statements of the Company for the year ended 31 December 2023 and the reports of the Directors and auditor thereon.
2. To approve both the Remuneration Policy and the Remuneration Report (other than the part containing the Remuneration Policy) as respectively set out in the Annual Report and Accounts 2023.
3. To re-appoint Susan Nyman, who was appointed by the Board on 21 November 2023, as a Director.
4. To re-appoint Hon. Alexander Hambro, who retires by rotation, as a Director.
5. To re-appoint Bradley Ormsby, who retires by rotation, as a Director.
6. To re-appoint Mark Lavelle, who retires by rotation, as a Director.
7. To re-appoint Lushani Kodituwakku, who retires by rotation, as a Director.
8. To approve a final dividend of 68.0p per Ordinary share.
9. To approve the re-appointment of BDO UK LLP as auditor to hold office formally from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the Directors to fix the remuneration of the auditor for the year ending 31 December 2024.

Special business

To consider and, if thought fit, to pass the following resolutions, as to the resolution numbered 10 as an ordinary resolution and as to the resolutions numbered 11 and 12 as special resolutions:

Ordinary resolution

10. That the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £110,262, provided that this authority unless renewed shall expire at the close of the next Annual General Meeting of the Company, save that the Company may before such expiry make any offer, agreement or other arrangement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors of the Company may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer, agreement or other arrangement as if the authority conferred hereby had not expired, this authority to replace any previous authority which is hereby revoked with immediate effect.

Special resolutions

11. That:

- (a) subject to and conditional upon the passing of resolution 10 above, the Directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined for the purposes of section 560 of the Act) for cash, pursuant to the authority granted by resolution 10 above, as if section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to:
 - (i) the allotment of equity securities in connection with a relevant rights issue or open offer in favour of Ordinary shareholders where the equity securities attributable to the respective interests of all Ordinary shareholders are proportionate to the respective numbers of Ordinary shares held by them on the record date for such allotment, but subject to such exclusions as the Directors may deem fit to deal with fractional entitlements or impediments arising under the laws of any overseas territory or the requirements of any recognised regulatory body or stock exchange; and
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities for cash up to an aggregate nominal amount of £33,079 and, unless previously renewed, revoked or varied, such power shall expire at the close of the next Annual General Meeting of the Company, 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 such expiry and the Directors of the Company may allot equity securities in pursuance of such offer, agreement or other arrangement as if the power conferred hereby had not expired; and

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Special resolutions continued

- (b) for the purposes of this resolution:
- (i) "relevant rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors of the Company to holders on the Register on a fixed record date of Ordinary shares in the Company in proportion (or as nearly as may be practicable) to their respective holdings but subject in any case to such exclusions or other arrangements as the Directors of the Company may deem necessary or desirable to deal with fractional entitlements or legal or practical impediments under the laws of any overseas territory or the requirements of any recognised regulatory body or stock exchange; and
 - (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
12. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- (a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased is 661,571 (representing approximately 10% of the Company's issued share capital as of 31 December 2023);
 - (b) the minimum price which may be paid for such shares is the nominal value of 5p per Ordinary share (exclusive of expenses);
 - (c) unless the Company makes market purchases of its own Ordinary shares by way of a tender or partial offer made to all holders of Ordinary shares on the same terms, the maximum price (exclusive of expenses) which may be paid for an Ordinary share shall not be more than 5% above the average of the market values for an Ordinary share as derived from the AIM Appendix to the London Stock Exchange Official List for the five business days immediately preceding the date on which the Ordinary share is purchased;
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2025 or 15 months from the date of passing of this resolution, whichever shall be the earlier; and
 - (e) the Company may validly make a contract or contracts to purchase Ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary shares in pursuance of any such contract or contracts.

By Order of the Board

Glynn Reece
Company Secretary
26 April 2024

Registered office:
52c Borough High Street
London
SE1 1XN

Notes:

1. A member entitled to attend, speak and vote at the meeting convened by the notice set out above is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company. A form of proxy is enclosed for your use. Please carefully read the instructions on how to complete the form.
2. To be valid, the instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must be deposited with our registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, or at the registered office of the Company not less than 48 weekday hours before the time fixed for holding the meeting or any adjournment thereof or sent:
 - via www.signalshares.com by logging on, selecting the "Proxy Voting" link and following the instructions given. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate);
 - in hard-copy form by post, by courier or by hand to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL;
 - if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual (see below); or
 - if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform (see below).
3. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which he/she is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. The completion and return of a form of proxy will not preclude a member of the Company from subsequently attending and voting in person at the meeting should he/she so wish. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

6. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, only those members registered in the Register of Members of the Company as at close of business on 17 May 2024 (being not more than 48 weekday hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 weekday hours prior to the time fixed for the adjourned meeting are entitled to attend or vote at the meeting in respect of the number of Ordinary shares registered in their name at that time. Changes to entries in the Register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. In the case of joint holders, the vote of the first-named holder on the Register of Members (whether voting in person or proxy) will be accepted to the exclusion of the votes of the other joint holders.
8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; or (ii) any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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 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.
10. 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's 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 Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 2 above. 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.
11. 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 messages. 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 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 (www.euroclear.com).
12. 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 (as amended).
13. Proximity voting - if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the registrars. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12.00 noon on 17 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 weekday hours before the time of the adjourned meeting. Before you can appoint a proxy via this process, you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.



Judges Scientific plc

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