

Notice of General Meeting

Notice is hereby given for a General Meeting of Judges Scientific plc (the "Company"). The general meeting will be held immediately after the scheduled Annual General Meeting at The Lansdowne Club, 9 Fitzmaurice Place, London W1J 5JD on Tuesday 21 May 2024 at 12.30pm for the purpose of dealing with the following business, of which items 1,2 and 3 are special business.

The reason for the General Meeting is to pass a special resolution to adopt the new Company's Articles of Association to allow Directors to stand for annual re-election at every Annual General Meeting and remove retirement by rotation, in accordance with corporate governance best practice. Subsequent to approval of this special resolution, all directors not previously selected for re-election at the 2024 AGM will be proposed for re-election.

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, via email at shareholderenquiries@linkgroup.co.uk or 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 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

Special business

To consider and, if thought fit, to pass the following resolutions numbered 1,2 and 3 as special resolutions:

SPECIAL RESOLUTIONS

- 1 THAT article 21 of the Company's articles of association (the **Articles**) shall be deleted and replaced by inserting a new article 21 as follows:
 - "21 **Appointment and retirement of Directors**
 - 21.1 At every annual general meeting of the Company every Director shall retire from office. A retiring Director may offer themselves for re-appointment by the Shareholders and a Director that is so re-appointed will be treated as continuing in office without a break.
 - 21.2 A Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
 - 21.3 If the Shareholders, at the meeting at which a Director retires from office, do not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
 - 21.4 No person, other than a Director retiring at the annual general meeting, shall be appointed a Director at any general meeting unless:
 - (a) he is recommended by the Board; or
 - (b) not less than seven nor more than forty-two Clear Days before the date appointed for the meeting, notice executed by a Shareholder qualified to vote at the meeting (not being the person to be proposed) has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of Directors, together with notice executed by that person of his willingness to be appointed.
 - 21.5 Except as otherwise authorised by the Companies Act 2006, the appointment of any person proposed as a Director shall be effected by a separate resolution.
 - 21.6 Subject as aforesaid, the Shareholders may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. The appointment of a person to fill a vacancy or as an additional Director shall take effect from the end of the meeting at which they are appointed.
 - 21.7 The Board may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director in either case whether or not for a fixed term, provided that the appointment does not cause the number

of Directors to exceed the number, if any, fixed by or in accordance with these Articles as the maximum number of Directors. Irrespective of the terms of his appointment, a Director so appointed shall hold office only until the next following annual general meeting and if not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

- 21.8 If:
- (a) at the annual general meeting in any year any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as Directors are put to the meeting and lost; and
 - (b) at the end of that meeting the number of Directors is fewer than any minimum number of Directors required under Article 20,

all retiring Directors who stood for re-appointment at that meeting (**Retiring Directors**) shall be deemed to have been re-appointed as Directors and shall remain in office but the Retiring Directors may only act for the purpose of filling vacancies, convening general meetings of the Company and performing such duties as are essential to maintain the Company as a going concern, and not for any other purpose.

21.9 The Retiring Directors shall convene a general meeting as soon as reasonably practicable following the meeting referred to in Article 21.8 and they shall retire from office at that meeting. If at the end of any meeting convened under this Article the number of Directors is fewer than any minimum number of Directors required under Article 20, the provisions of this Article shall also apply to that meeting.

21.10 No person shall be disqualified from being appointed or reappointed a Director, and no Director shall be required to vacate that office, by reason only of the fact that he has attained the age of seventy years or any other age nor shall it be necessary by reason of his age to give special notice under the Companies Act 2006 of any resolution.

21.11 A Director shall not be required to hold any Shares of the Company by way of qualification.”

2 THAT article 22.5(a) of the Articles shall be amended to delete the words “by rotation or otherwise”.

3 THAT article 26.2 of the Articles shall be amended to delete the words “by rotation”.

Ordinary business

4 To re-appoint David Cicurel, who retires annually, as a Director.

5 To re-appoint Tim Prestidge, who retires annually, as a Director.

6 To re-appoint Ralph Elman, who retires annually, as a Director.

7 To re-appoint Charles Holroyd, who retires annually, as a Director.

By Order of the Board

Glynn Reece
Company Secretary
3 May 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, Yorkshire 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, Yorkshire 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, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.30pm on 17 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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 Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
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 or 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.

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.

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).

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).