CELEBRUS TECHNOLOGIES PLC

Notice of Annual General Meeting

On

Thursday 13th August 2026

This document which is sent to you with Notice of the Company's Annual General Meeting is important and requires your immediate attention. If you have any doubts about its contents or as to whether you should vote for or against the resolutions proposed you are advised to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Celebrus Technologies plc you should at once send this document and the enclosed Notice of Annual General Meeting to the purchaser or transferee or to the stockbrokers or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Registered address:
Elmbrook House, 18-19 Station Road, Sunbury-on-Thames, Middlesex TW16 6SB
+44 (0)1932 893333
moreinfo@celebrus.com
www.celebrus.com

Celebrus Technologies plc | Registered in England and Wales | Company No: 01892751

13th July 2026

Dear Shareholder and, for information only, holders of options,

Re: Annual General Meeting and Report & Accounts for Year ended 31st March 2026

I am pleased to send you details of the Annual General Meeting (**AGM**) of the Company to be held at Elmbrook House, 18-19 Station Road, Sunbury on Thames, Middlesex on Thursday 13th August 2026 at 09:00 BST. The formal Notice of the AGM is set out behind this letter.

I am also pleased to inform you that the Group's Annual Report and Accounts for the year ended 31st March 2026 (**Annual Report**) is now available to view on the Company's website.

Annual Report

In order to access the Annual Report on our website you will need Adobe Acrobat Reader, which can be downloaded free of charge from www.adobe.com/products/acrobat.

The Annual Report can be accessed as follows:

- Visit our investor website at https://investors.celebrus.com .
- Navigate to the Investors/Financial Reports & Presentations page from the menu at the top of the page.
- Click on the link to the **Annual Report 2026** to download.

Annual General Meeting

The Notice of the AGM enclosed sets out the resolutions to be proposed at the AGM and this letter explains the proposed resolutions in more detail.

Resolutions

ORDINARY BUSINESS

1 Report and Accounts

The Directors are under a duty in respect of each financial year to lay the Accounts and the Reports of the Directors and Auditors before the Company in general meeting. This gives shareholders the opportunity to ask questions on the contents, before voting on the resolution.

2 Directors' Report on Remuneration

The Company submits a resolution each year to approve the Directors' report on remuneration for the relevant financial year. The report for the year ended 31st March 2026 is set out on pages 60 to 64 of the Annual Report.

3 Dividend

The Directors recommend the payment of a final dividend of 2.41 pence per ordinary share for the year ended 31st March 2026. If approved, this will be paid on 21st August 2026 to shareholders on the register at the close of business on 24th July 2026. The ordinary shares ex-dividend date will be 23rd July 2026. This dividend, if approved, will make the total dividends payable for the year 3.39 pence per ordinary share.

4-9 Re-appointment of Directors

All of the Directors were reappointed at the Company's last Annual General Meeting, held on 20th August 2025. Accordingly, no Director is required to retire at the conclusion of the AGM in accordance with Article 75.1(b) of the Company's Articles of Association, which provides for a three-year rotation.

However, in 2018 the Company adopted as its recognised corporate governance code the code published by the Quoted Companies Alliance (QCA), and compliance with the latest edition of the QCA Code (2023) requires all Directors to submit to a shareholder vote annually.

Accordingly, all of the Directors will retire at the conclusion of the AGM, but each offers him- or herself for re-election. Please note that Peter Whiting was first appointed to the Board on 2nd July 2018 and has indicated his intention (if re-elected at the AGM) not to offer himself for re-election at the Company's 2027 annual general meeting, by which time he will have served for a continuous period of nine years.

10 Re-appointment of the Auditors

HaysMac LLP have expressed their willingness to continue in office and their re-appointment has been recommended by the Company's Audit Committee. Resolution 10 proposes the re-appointment of HaysMac LLP and authorises the Directors to determine the remuneration payable to the Auditors.

SPECIAL BUSINESS

11 Authority to Allot Shares

Resolution 11 proposes to authorize the Directors, pursuant to Section 551 of the Companies Act 2006, to allot securities up to a maximum aggregate nominal value of £252,434.39 being approximately one third of the nominal value of the issued share capital of the Company (excluding treasury shares) at the date of this Notice for a period expiring at the conclusion of the next Annual General Meeting.

I would draw your attention to the notes on this resolution set out in the attached Notice. Save as stated below in relation to resolution 12, the Directors have no present intention of exercising this authority.

12 Disapplication of Pre-emption Rights

Resolution 12 authorises your Directors to allot equity securities by way of rights in favour of the existing holders of equity securities or as required by the rights attached to existing equity securities. In addition, the Directors may make allotments generally to a total not exceeding 10% of the nominal value of the issued share capital of the Company (excluding treasury shares) or may sell treasury shares for cash.

The terms of this resolution follow the template (and apply the limits) published in the Pre-Emption Group's Statement of Principles (2022) and, whilst the Directors have no present intention of exercising this latter authority, they wish to have the ability to use this authority to raise funds for the ongoing development of the Company's business.

Again, I would draw your attention to the notes on this resolution set out in the attached Notice.

13 Authority to Purchase Own Shares

Resolution 13 proposes to give the Directors authority to purchase up to 3,786,515 ordinary shares being approximately 10% of the issued share capital of the Company (excluding treasury shares) at the date of this Notice for a period expiring at the conclusion of the next Annual General Meeting.

This authority is subject to a minimum price of 2p per ordinary share and a maximum price of 105% of the average closing middle market price of an ordinary share on the Alternative Investment Market of the London Stock Exchange plc for the five business days immediately preceding the date of purchase.

The Directors will only exercise this authority to purchase ordinary shares where they consider that such purchases will be in the best interests of the Company and shareholders at the time of exercise. The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). Please also refer to the notes on this resolution set out in the Notice.

14 Amendment to the Company's Articles of Association

Resolution 14 proposes to remove an inconsistency that has arisen between the Company's articles of association and the requirements of the corporate governance code to which the Company is subject. The latest edition of the QCA Code (revised in 2024) introduced a requirement that all Directors submit themselves for re-election or election annually at the Company's annual general meeting, whereas Article 75 of the Company's articles of association (adopted at the 2022 AGM) requires re-election to take place only on a three-yearly cycle.

Appointment of Proxies

The Notes to the Notice of AGM include details of a member's rights under section 324 of the Companies Act 2006 to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the AGM. The Form of Proxy for use at the AGM to be held on Thursday 13th August 2026 at 09:00 BST can be downloaded from the "Financial Reports & Documents" page in the Investor Relations section of our website at https://investors.celebrus.com/ . You are asked to complete and return any proxy form(s) to the Company's Registrar, Equiniti, by e-mail to ProxyVotes@equiniti.comm or by post to Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, to arrive not less than 48 hours (excluding weekends and bank holidays) before the time for holding the AGM.

Shares held by Nominees

Please note that a registered shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each appointment form relates a different share or shares held by that shareholder. Where a registered shareholder holds shares as nominee for one or more other persons, it should deliver a separate proxy form in respect of the shares held on behalf of each beneficial owner who wishes to direct the exercise of their voting rights.

Online Q&A for shareholders

Following the formal AGM, the Company will be hosting an online Q&A session at 14:00 BST on Thursday 13th August 2026. Shareholders are invited to register their interest in the Q&A and to submit questions via the Investor Meet Company platform. Registration is available using the link below;

https://www.investormeetcompany.com/companies/celebrus-technologies-plc

Recommendations of Directors

The Directors consider the resolutions to be in the best interests of the Company and its shareholders as a whole. They will be voting in favour of them and unanimously recommend that you do so as well.

Yours sincerely,

Tom Skelton
Chairman

CELEBRUS TECHNOLOGIES PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fortieth Annual General Meeting of Celebrus Technologies plc will be held at Elmbrook House, 18-19 Station Road, Sunbury-on-Thames, Middlesex TW16 6SB on the 13th day of August 2026 at 09:00 BST for the following purposes:-

Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the year ended 31st March 2026 together with the last Directors' Report, the last Directors' Remuneration Report and the Auditors' Report on those accounts.
2. To approve the Directors' Remuneration Report for the year ended 31st March 2026.
3. To declare a final dividend of 2.41 pence per ordinary share for the year ended 31st March 2026.
4. To re-appoint as a Director Dr Monika Biddulph, who retires in accordance with requirements of the recognised corporate governance code (the Quoted Companies Alliance Corporate Governance Code (2023)) for the time being applied by the Company.
5. To re-appoint as a Director Guerino Luigi Bruno III, who retires in accordance with requirements of the recognised corporate governance code (the Quoted Companies Alliance Corporate Governance Code (2023)) for the time being applied by the Company.
6. To re-appoint as a Director Helen Patricia Gilder, who retires in accordance with requirements of the recognised corporate governance code (the Quoted Companies Alliance Corporate Governance Code (2023)) for the time being applied by the Company.
7. To re-appoint as a Director Ashoni Kumar Mehta, who retires in accordance with requirements of the recognised corporate governance code (the Quoted Companies Alliance Corporate Governance Code (2023)) for the time being applied by the Company.
8. To re-appoint as a Director Thomas Kevin Skelton, Jr, who retires in accordance with requirements of the recognised corporate governance code (the Quoted Companies Alliance Corporate Governance Code (2023)) for the time being applied by the Company.
9. To re-appoint as a Director Peter Frederick Whiting, who retires in accordance with requirements of the recognised corporate governance code (the Quoted Companies Alliance Corporate Governance Code (2023)) for the time being applied by the Company.

10. To re-appoint HaysMac LLP as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, and to authorise the Directors to fix their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 11 will be proposed as an ordinary resolution; and resolutions 12, 13 and 14 will be proposed as special resolutions, which require a majority of at least 75% to be passed:-

11. **AUTHORITY TO ALLOT SHARES**

THAT the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) up to an aggregate nominal amount of £252,434.39, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company (or, if earlier at the close of business on 13th November 2027), save that the Company may, before such expiry, make offers or agreements which would, or might, require relevant equity securities to be allotted after the authority expires and the Directors may allot relevant equity securities under any such offer or agreement as if the authority had not expired.

NOTES TO RESOLUTION GRANTING AUTHORITY TO ALLOT SHARES

This resolution deals with the Directors' authority to allot equity securities in accordance with section 551 of the Companies Act 2006.

This resolution will, if passed, authorise the Directors to allot equity securities up to a maximum nominal amount of £252,434.39 which represents approximately 33.3% of the Company's issued ordinary shares as at the date of this notice (excluding treasury shares).

As at close of business on Friday, 10th July 2026 (being the last business day prior to the publication of this notice) the Company held 2,566,295 shares in treasury, which represents approximately 6.35% of the Company's issued ordinary shares (excluding treasury shares) at that time.

12. **DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, if resolution 11 is passed, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 11 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

(A) the allotment of equity securities in connection with an offer of equity securities or issue by way of rights:

(a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(b) to 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 laws of any territory or the requirements of any regulatory body or stock exchange; and

(B) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (A) of this resolution) to any person up to a nominal amount of £75,730.32,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 13th November 2027), 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

NOTES TO RESOLUTION DISAPPLYING PRE-EMPTION RIGHTS

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 11, to allot equity securities (as defined by section 560 of the Companies Act 2006) or to sell treasury shares for cash without first offering them to existing shareholders pro rata to their existing shareholdings:

- in relation to a pre-emptive offer or issue by way of rights only, up to a maximum nominal amount of £252,434.39 which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at the date of this notice; and
- in any other case, up to a maximum nominal amount of £75,730.32, which represents approximately 10% of the Company's issued ordinary shares (excluding treasury shares) as at the date of this notice.

Please note that the Companies Act 2006 includes exceptions to the pre-emption provisions contained in section 561, including in relation to the allotment of equity securities pursuant to an employees' share scheme.

This resolution is in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023).

13. **AUTHORITY TO PURCHASE SHARES**

THAT the Directors of the Company be and are hereby authorised generally and unconditionally to exercise all the powers of the Company to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of its own ordinary shares of 2p each ("ordinary shares") provided that:-

13.1 the maximum number of ordinary shares hereby authorised to be purchased is 3,786,515; and

13.2 the minimum price (excluding expenses) which may be paid for an ordinary share is 2p (exclusive of expenses); and

13.3 the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average closing middle market price of an ordinary share on the Alternative Investment Market of the London Stock Exchange plc for the five business days immediately preceding the day on which the share purchase is made; and

13.4 the authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting or, if earlier at the close of business on 13th November 2027, save that a contract or contracts of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made under any such contract or contracts.

NOTES TO RESOLUTION AUTHORISING SHARE PURCHASES

If passed, this resolution gives authority for the Company to purchase up to 3,786,515 of its ordinary shares, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this notice.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire at the conclusion of the Company's 2027 annual general meeting.

The Directors intend to use the authority granted by this resolution to continue making market purchases of the Company's ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

14. AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION

THAT the articles of association of the Company be amended by deleting article 75 and replacing it with the following new article 75:

> **"75. Retirement of directors**
>
> At each annual general meeting of the Company any Director then in office shall retire from office but shall be eligible for re-appointment."

NOTES TO RESOLUTION AMENDING THE ARTICLES OF ASSOCIATION

Under Resolution 14, the Company is proposing to amend its articles of association to remove the inconsistency between the current provisions governing the retirement and re-election of Directors, which provides for a Director to retire at every third annual general meeting, and the requirement of the Quoted Companies Alliance (QCA) Corporate Governance Code that all Directors must be proposed for re-election or election at every annual general meeting.

A copy of the Company's existing articles of association and proposed new articles of association marked to show all the changes will be published with this notice of meeting on the Company's website and will also be available for inspection by appointment during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office, in each case from the date of this notice of meeting until the close of the meeting. The proposed new articles of association will also be available for inspection at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

BY ORDER OF THE BOARD

James Thorne

SECRETARY

13th July 2026

Registered Office:

Elmbrook House
18-19 Station Road
Sunbury-on-Thames
Middlesex TW16 6SB

Notes

1. Members (including corporate shareholders who would normally appoint a corporate representative to attend and vote) are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on a show of hands as well as a poll on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy form which may be used to make such appointment and give proxy instructions can be downloaded from the "Documents" page in the Investor Relations section of our website at www.celebrus.com.

2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting. Subject to any changes to the date and time for the meeting made after the date of this notice, the deadline for receipt by the Company of proxies for the meeting is therefore **09:00 BST on Tuesday 11th August 2026**.

3. **APPOINTMENT OF PROXIES THROUGH CREST**

   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.

   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 Equiniti (ID RA19) by **09:00 BST on Tuesday 11th August 2026**. 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 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. The CREST Manual can be reviewed at 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.

4. **APPOINTMENT OF PROXIES THROUGH PROXYMITY**

If you are an institutional investor, you may 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 **09:00 BST on Tuesday 11th August 2026** in order to be considered valid. 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.

5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to have someone else – who in this case would have to be the chair of the meeting - appointed as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights (or, in this case, as to the direction to be given to the chair of the meeting in relation to those voting rights).

6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the company.

7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that entitlement to attend and vote at the Annual General Meeting, and the number of votes which may be cast at the Annual General Meeting, will be determined by reference to the Company's Register of Members at **18:30 BST on Tuesday 11th August 2026** or, if the Annual General meeting is adjourned, at close of business on the date which is two business days before the day of the adjourned general meeting (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.

8. As at 10th July 2026 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 40,431,453ordinary shares, carrying one vote each, of which 2,566,295 are held as Treasury Shares. Therefore, the total voting rights in the Company as at 10th July 2026 are 37,865,158.

9. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and Public Holidays excepted) from the date of this Notice until the date of the Annual General Meeting (by appointment only) and for at least fifteen minutes prior to and for the duration of the meeting:-

- The Register of Interests of Directors and their families in the share capital of the Company; and
- Copies of the Directors' Service Contracts
- A copy of the Company's existing articles of association and proposed new articles of association marked to show all the changes proposed by resolution 14