

NOTICE OF COURT MEETING

IN THE HIGH COURT OF JUSTICE BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES COMPANIES COURT (ChD)

IN THE MATTER OF SCS GROUP PLC

(Registered in England and Wales with registered number 03263435)

– and –

IN THE MATTER OF THE COMPANIES ACT 2006

Unless the context requires otherwise, any capitalised terms used but not defined in this notice shall have the meaning given to such terms in the document of which this notice forms part.

NOTICE IS HEREBY GIVEN that, by an order dated 28 November 2023, the High Court of Justice in England and Wales (the “**Court**”) has given permission for a meeting (the “**Court Meeting**”) to be convened of the holders of the Scheme Shares for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”), pursuant to Part 26 of the Companies Act, proposed to be made between (i) ScS Group plc (in this notice, the “**Company**” or “**ScS**”) and (ii) the holders of Scheme Shares, and that the Court Meeting will be held at the offices of Ward Hadaway LLP, Sandgate House, 102 Quayside, Newcastle upon Tyne, NE1 3DX on 21 December 2023 at 10.30 a.m. at which place and time all Scheme Shareholders are requested to attend.

At the Court Meeting, the following resolution will be proposed

*“THAT the scheme of arrangement dated 29 November 2023 (the “**Scheme**”), between the Company and the holders of Scheme Shares (each as defined in the Scheme), a copy of which has been produced to this meeting and, for the purposes of identification, initialled by the Chair of this meeting, in its original form or with or subject to any modification, addition or condition agreed by the Company and BidCo (as defined in the Scheme) and approved or imposed by the Court, be approved and the directors of the Company (or a duly authorised committee thereof) be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect.”*

A copy of the said Scheme and a copy of the Explanatory Statement required to be published pursuant to Part 26 of the Companies Act are incorporated in the document of which this notice forms part.

Voting at the Court Meeting will be by poll, which shall be conducted as the Chair of the Court Meeting may determine.

Right to appoint a proxy and procedure for appointment

Holders of Scheme Shares may vote in person at the Court Meeting or they may appoint another person, whether or not a member of ScS, as their proxy to attend and vote in their stead.

A PINK Form of Proxy, together with a pre-paid envelope, for use in connection with the Court Meeting is enclosed with this notice or shall be sent in a separate mailing to those Scheme Shareholders who have elected or are deemed to have elected to receive documents and notices from the Company via the Company’s website.

Completion and return of a PINK Form of Proxy shall not prevent a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof.

Scheme Shareholders are entitled to appoint a proxy in respect of all or some of their shares. Scheme Shareholders are also entitled to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such Scheme Shareholder.

Scheme Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact ScS's Registrars, on +44 (0)371 384 2050 (if calling from outside of the UK, please ensure the country code is used) for further PINK Forms of Proxy or photocopy these as required. Such Scheme Shareholders should also read the information regarding the appointment of multiple proxies set out on page 13 of the document of which this notice forms part and on the PINK Form of Proxy.

It is requested that the PINK Forms of Proxy be lodged with ScS's Registrars either:

- by post, in the pre-paid envelope enclosed with the Form of Proxy if it is being posted from the United Kingdom or, if it is being posted from outside the United Kingdom, in an envelope, with the postage paid, to Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA; or
- by e-mail to proxyvotes@equiniti.com; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of Meeting; or
- in the case of institutional investors, you may be able to appoint a proxy electronically via the Proxymity platform at www.proxymity.io.

so as to be received as soon as possible and not later than 10.30 a.m. on 19 December 2023 (or not less than 48 hours (excluding any part of a day that is not a Business Day), excluding any part of a day which is not a Business Day, before the time appointed for any adjourned meeting). If the PINK Form of Proxy for the Court Meeting is not lodged by the relevant time, a copy of the completed and signed PINK Form of Proxy may be e-mailed to proxyvotes@equiniti.com or handed to the Chair of the Court Meeting at any time prior to the commencement of the Court Meeting and it will still be valid.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising 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(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 made by means of CREST to be valid, the appropriate CREST message (CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of General Meeting. For this purpose, the time of receipt shall be taken as the time (as determined by the timestamp applied to the message by the CREST applications host) from which Equiniti 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 and Ireland 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/her CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, 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.

ScS may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

It is important that as many votes as possible are cast at the Court Meeting so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders at that meeting. You are therefore strongly encouraged to complete, sign and return your PINK Form of Proxy as soon as possible.

Voting Record Time

Entitlement to attend and vote at the Court Meeting or any adjournment of it and the number of votes which may be cast at the Court Meeting shall be determined by reference to the register of members of the Company at 6.30 p.m. on the day which is two Business Days before the date of the Court Meeting or postponed or adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.

Joint holders

In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding (the first being the most senior).

Nominated persons

Any person who is not a member of the Company, but has been nominated under section 146 of the Companies Act by a member of the Company (the "**relevant member**") to enjoy information rights (the "**nominated person**") does not have a right to appoint a proxy. A nominated person may have a right under an agreement with the relevant member to be appointed or to have somebody else appointed as a proxy for the meeting. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, they may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights.

The Scheme will be subject to the subsequent sanction of the Court.

Ward Hadaway LLP

Solicitors for the Company

DATED: 29 November 2023