

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of ScS Group plc (in this notice, the “**Company**”) will be held at the offices of Ward Hadaway LLP, Sandgate House, 102 Quayside, Newcastle upon Tyne, NE1 3DX on 21 December 2023 at 10.45 a.m. (or as soon thereafter as the Court Meeting (as defined in Part 10 (*Definitions*) of the document of which this notice forms part) has been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as a special resolution.

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.

SPECIAL RESOLUTION

THAT:

1. for the purpose of giving effect to the scheme of arrangement dated 29 November 2023 (as may be amended or supplemented) between the Company and the holders of the Scheme Shares (as defined in the said Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or with or subject to such modification, addition or condition agreed between the Company and BidCo and approved or imposed by the Court (the “**Scheme**”), the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
2. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new Article 153:

“153 Scheme of Arrangement

- (A) In this Article 153, references to the “**Scheme**” are to the scheme of arrangement dated 29 November 2023 between the Company and the Scheme Shareholders under Part 26 of the Companies Act in its original form or with or subject to any modification, addition or condition agreed by the Company and Cerezola Limited (“**BidCo**”), which expression includes any other name which BidCo may adopt from time to time and which the Court may approve or impose and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.
- (B) Notwithstanding any other provision of these articles or the terms of any resolution whether ordinary or special passed by the Company in general meeting, subject to the Scheme becoming Effective, if the Company issues any ScS Shares or transfers any ScS Shares to any person (other than to BidCo, any subsidiary of BidCo or its nominee(s) (each a “**BidCo Company**”)) on or after the Voting Record Time and prior to the Scheme Record Time, such shares shall be issued, transferred or registered subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such ScS Shares shall be bound by the Scheme accordingly.
- (C) Notwithstanding any other provision of these articles, if any ScS Shares are issued, transferred out of treasury or transferred to any person other than under the Scheme or to a BidCo Company (a “**New Member**”) at or after the Scheme Record Time (each a “**Post-Scheme Share**”) they will, provided that the Scheme has become Effective, be immediately issued or transferred by the New Member (or any nominee of such New Member) to BidCo (or such persons as BidCo may direct) (the “**Purchaser**”), who shall be obliged to acquire such Post-Scheme Shares in consideration of and conditional upon payment in cash by or on behalf of BidCo to the New Member of an amount for each Post-Scheme Share equal to the consideration to which the New Member would have been entitled under the Scheme.
- (D) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under Article 153 (C) shall be adjusted by the Company in such manner as the auditors of the Company or an independent investment bank selected by the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to such shares shall, following such adjustment, be construed accordingly.

- (E) To give effect to any transfer required by this Article 153, the Company may appoint any person as attorney and/or agent for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to execute and deliver as transferor a form of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser or its nominee(s) and do all such other things and execute and deliver all such documents and deeds as may in the opinion of the attorney and/or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney and/or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney and/or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The Company may give good receipt for the consideration of the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for any Post-Scheme Shares. The Purchaser shall send a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder), or by any alternative method communicated by the Purchaser to the New Member, for the consideration of such Post-Scheme Shares within 14 days after the time on which the Post-Scheme Shares are issued or transferred to the New Member.
- (F) Notwithstanding any other provision of these articles, both the Company and the directors may refuse to register the transfer of any ordinary shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser pursuant to the Scheme.
- (G) If the Scheme shall not have become Effective by the date referred to in clause 6 (**Operation of the Scheme**) of the Scheme, this Article 153 shall cease to be of any effect.”

By order of the Board

Alan Smith
Chairman

Registered Office:

c/o A Share & Sons Limited
45-49 Villiers Street, Sunderland
SR1 1HA

29 November 2023

Notes

1. ScS Shareholders entitled to attend and vote at the General Meeting may appoint one or more proxies (who need not be shareholders) to exercise all or any of their rights to attend, speak and vote on their behalf. More than one proxy may be appointed, provided that each proxy is appointed to exercise rights attached to different shares. If you do not have a WHITE Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact the Shareholder Helpline on +44 (0)371 384 2050. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday (except English and Welsh public holidays). Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please ensure the country code is used. Please note that calls are recorded for security and training purposes and the Shareholder Helpline operators cannot provide advice on the merits of the Scheme or the Acquisition, nor give financial, tax, investment or legal advice.
2. Completion and return of a WHITE Form of Proxy shall not prevent a ScS Shareholder from attending and voting in person at the General Meeting or any postponement or adjournment thereof.
3. In order to be valid, a proxy appointment must be returned (together with any authority under which it is executed or a copy of the authority certified in ink by a bank, a stockbroker or a solicitor) by one of the following methods:
 - (a) by post, in the pre-paid envelope enclosed with the WHITE 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
 - (b) by email to proxyvotes@equiniti.com; or
 - (c) 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
 - (d) in the case of institutional investors, you may be able to appoint a proxy electronically via the Proxymity platform at www.proxymity.io.

The appointment of a Court Meeting proxy must formally be received by ScS's Registrars by no later than 10.30 a.m. on 19 December 2023.

The appointment of a General meeting proxy must formally be received by ScS's Registrars by no later than 10.45 a.m. on 19 December 2023.

In the event of a postponement or an adjournment of the General Meeting, the WHITE Form of Proxy should be returned no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time and date set for the postponed or adjourned meeting. If the WHITE Form of Proxy is not returned so as to be received by the time mentioned above and in accordance with the instructions on the WHITE Form of Proxy, it will be invalid.

4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy WHITE Form of Proxy and would like to change the instructions using another hard copy WHITE Form of Proxy, please contact ScS's Registrars. The deadline for receipt of proxy appointments also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. If the Company is unable to determine which is last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of the relevant share(s).
5. 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.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by ScS and approved by Equiniti. For further information regarding Proximity, please go to www.proximity.io.

Your proxy must be lodged by 10.45 a.m. on 19 December 2023 in order to be considered valid. 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.

Nominated Persons

6. 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 any proxies under note 1 above. 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.

Corporate Representatives

7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided they do not do so in relation to the same ScS Shares.

Entitlement to attend and vote

8. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company as at 6.30 p.m. on 19 December 2023 (or if the meeting is postponed or adjourned, 6.30 p.m. on the date which is 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for any such postponed or adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Vote withheld

9. The "Vote Withheld" option is provided to enable you to abstain on the specified resolutions. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the specified resolution.

Poll vote

10. Voting on the resolution at this meeting will be taken on a poll rather than on a show of hands, so as to reflect accurately the view of all of the Company's shareholders by ensuring that every vote is recognised, including the votes of shareholders who are unable to attend the meeting but who have appointed a proxy. On a poll, each shareholder has one vote for each share held.

Electronic address

11. You may not use any electronic address provided either in this notice or in any related documents (including the enclosed Forms of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Joint holders

12. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

Shareholders' right to ask questions

13. Any member attending the meeting has a right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. For those not able to attend in person, there is also an opportunity to provide any comments or questions on the business of the general meeting. These can be submitted by e-mail to scs@buchanan.uk.com who will consider all questions received from shareholders by the end of the day before the meeting and, if appropriate, provide a response directly or through our website www.scsplc.co.uk
15. Except as provided previously in this notice, shareholders who have general queries about the General Meeting should use the following means of communication (no other methods of communication will be accepted):
 - (a) calling the Shareholder Helpline on +44 (0)371 384 2050; or
 - (b) by post to Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA.

Calls from outside the UK will be charged at applicable international rates. Please ensure the country code is used. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Equiniti cannot provide advice on the merits of the Acquisition or give any financial, legal or tax advice.

Documents available for inspection

16. A copy of this notice, and other information required by section 311A of the Companies Act, can be found at www.scsplc.co.uk.
17. Copies of the Company's existing articles of association as proposed to be amended by the special resolutions set out in this notice are available for inspection at www.scsplc.co.uk/investors/offer-for-scs-group-plc/ and the registered address of ScS at c/o A Share & Sons Limited, 45-49 Villiers Street, Sunderland, SR1 1HA, during normal business hours on any weekday (excluding Saturdays, Sundays and English and Welsh public holidays), until the opening of business on the day on which the meeting is held, and will also be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting.

Issued share capital and total voting rights

18. As at close of business on 28 November 2023 (being the Latest Practicable Date), the Company's issued share capital consisted of 33,954,674 ordinary shares, carrying one vote each. The total voting rights in the Company as at close of business on 28 November 2023 were 33,900,677 (which excludes 53,997 ordinary shares held by the Group for the benefit of its Employee Benefit Trust).