

# Notice of Annual General Meeting

## IDOX PLC (THE "COMPANY")

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**Meeting**") of the Company will be held at Idox plc, 2nd floor, 1310 Waterside, Arlington Business Park, Theale, RG7 4SA on Wednesday 16 March 2022 at 10.30am for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 to 10 will be proposed as special resolutions.

### IMPORTANT INFORMATION – FORMAT OF THE MEETING

The board of directors of the Company (the "**Board**") recognises that the annual general meeting of the Company represents an opportunity to engage with members, and provides a forum that enables members to ask questions of, and speak with, the Board. The Government's lifting of the restrictions on large gatherings means we are delighted to be able to invite members to attend the Meeting in person this year.

Of course, the health of our colleagues, members and others involved in the Meeting remains of paramount importance to us. Due to the ongoing COVID-19 pandemic, the Meeting venue currently has a number of COVID secure measures in place. If members plan to attend the Meeting in person, they are asked to email the Company at [companysecretary@idoxgroup.com](mailto:companysecretary@idoxgroup.com) by 10.30am on Monday 14 March 2022 to confirm that intention, giving their full name. The Company is asking members to do this so that it can seek to put in place any appropriate measures to comply with the then current Government restrictions and guidelines (to the extent there are any) regarding public gatherings and social distancing. At the time of writing, should you wish to attend the Meeting in person, on arrival at the venue you will be requested to complete the NHS Test and Trace check-in and will also be required to observe social distancing measures and wear a face covering (unless exempt).

We will continue to closely monitor developments relating to COVID-19, including any further legislation or guidance that may be introduced and will keep you updated should the plans for the Meeting change. Any changes to the arrangements for the Meeting (including any change to its location) will be communicated to members before the Meeting through our website (<https://www.idoxgroup.com/investors>) and by RNS announcement.

Given that restrictions and guidelines as to public gatherings and social distancing can be altered at short notice, we strongly encourage voting on all resolutions by completing a proxy form appointing the 'Chair of the Meeting' as your proxy. The results of the proxy votes on the proposed resolutions will be announced in the normal way as soon as practicable after the conclusion of the Meeting.

### MEMBER Q&A AND MARKET UPDATE

Given the fact that we are strongly encouraging members to vote by completing a proxy form rather than attending the Meeting in person, members are invited to submit any questions they may have on the business of the Meeting by email to [companysecretary@idoxgroup.com](mailto:companysecretary@idoxgroup.com) by 5pm on Monday 14 March 2022.

The Board will release a market update recording on the morning of the Meeting, in which it will endeavour to address questions received from members. The market update will be available for viewing on the Company's website: <https://www.idoxgroup.com/investors>.

### Ordinary Resolutions

1. To receive and adopt the statement of accounts for the year ended 31 October 2021 together with the reports of the directors and the auditors thereon. The audited statement of accounts is available for viewing on the Company's website: <http://investors.idoxgroup.com/financial-reports>.
2. To approve the report of the Board to the members on directors' remuneration for the year ended 31 October 2021.
3. To re-elect Christopher Stone, who retires by rotation, as a director of the Company.
4. To re-elect David Meaden, who retires by rotation, as a director of the Company.
5. To declare a final dividend for the year ended 31 October 2021 of 0.4p per share payable on Friday 8 April 2022 to members on the register of members at the close of business on Friday 25 March 2022.
6. To re-appoint Deloitte LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 and 438 of the Companies Act 2006 are complied with and to authorise the directors of the Company to fix their remuneration.

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7. That the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”) to allot Relevant Securities (as defined in note 1 below):

- (a) up to an aggregate nominal amount of £2,973,210.89 (representing approximately 66.67 per cent of the issued share capital of the Company (excluding treasury shares) (including within such limit any shares issued or rights granted under paragraph 8(c) below) in connection with an offer by way of rights issue:
  - (i) to ordinary members in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and subject to such exclusions or other arrangements as the directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter;

- (b) up to an aggregate nominal amount of £445,981.63 (representing approximately 10 per cent of the issued share capital of the Company (excluding treasury shares)) in connection with the grant or exercise of options under any share option scheme of the Company; and
- (c) in any other case up to an aggregate nominal amount of £1,486,605.44 (representing approximately 33.33 per cent of the issued share capital of the Company (excluding treasury shares)),

provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the annual general meeting of the Company to be held in 2023, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

## Special Resolutions

8. That, subject to the passing of resolution 7 above, the directors of the Company be generally empowered pursuant to section 570 of the Companies Act 2006 (the “**2006 Act**”) to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 7 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under resolution 7(c), by way of a rights issue only) to:
  - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (ii) 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;

- (b) the allotment of equity securities pursuant to resolution 7(b) above; and
- (c) the allotment (otherwise than pursuant to sub paragraphs (a) or (b) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £222,990.82 being approximately 5 per cent of the issued share capital of the Company (excluding treasury shares),

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on the conclusion of the annual general meeting of the Company to be held in 2023 (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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9. That, subject to the passing of resolution 7, the directors of the Company are authorised in addition to any authority granted under resolution 8 to allot equity securities (as defined in section 560(1) of the Companies Act (the “2006 Act”) for cash under the authority given by resolution 7 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities up to a nominal amount of £222,990.82; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of annual general meeting,

such authority to expire on the conclusion of the annual general meeting of the Company to be held in 2023 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 board of directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

10. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the “2006 Act”) to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its ordinary shares of 1 pence each in the Company PROVIDED THAT:

- (a) the maximum number of ordinary shares authorised to be purchased is 44,598,163 representing approximately 10 per cent of the issued share capital of the Company (excluding treasury shares) at the date of this notice of annual general meeting;
- (b) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is 1 pence;
- (c) the maximum price (exclusive of any expenses) which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle-market prices shown in the quotation for an ordinary share as derived from the Stock Exchange Alternative Trading Service of the Stock Exchange for the 5 business days immediately preceding the day on which the ordinary share is purchased;
- (d) unless previously revoked or varied the authority hereby conferred shall expire on the anniversary of such authority being granted; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such contract.

**Registered Office**

2nd Floor  
1310 Waterside  
Arlington Business Park  
Theale  
RG7 4SA

**By Order of the Board**

Rob Grubb  
Director

**Company No. 03984070**

**21 February 2022**

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## Notes:

1. **“Relevant Securities”** means:
  - a) shares in the Company other than shares allotted pursuant to:
    - i) an employee share scheme (as defined by section 1166 of the Companies Act 2006 (the **“2006 Act”**));
    - ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
    - iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
  - b) any right to subscribe for or convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members at close of business on Monday 14 March 2022 shall be entitled to attend and vote at the Meeting.
3. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of annual general meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. **As explained on page 1 of this notice of annual general meeting, members are strongly encouraged to appoint the ‘Chair of the Meeting’ as their proxy.** Details of how to appoint the Chair of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chair of the Meeting) and give your instructions directly to them.
5. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company’s registrars at the address set out in note 6.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - a) completed and signed;
  - b) sent or delivered to Neville Registrars Limited by post to Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and
  - c) received by Neville Registrars Limited no later than 10.30am on Monday 14 March 2022.

In the case of a member that is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
8. Except as provided above, members who have general queries about the Meeting should call Neville Registrars on 0121 585 1131.

You may not use any electronic address provided either:

- a) in this notice of annual general meeting; or
- b) any related documents (including the Chair’s letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

9. As at 6.00 pm on the day immediately prior to the date of posting of this notice of annual general meeting, the Company’s share capital comprised 447,407,852 ordinary shares of 1 pence each, out of which 1,426,219 are held in treasury. Each ordinary share which is not held as a treasury share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 pm on the day immediately prior to the date of posting of this notice of annual general meeting is 445,981,633.