

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your shares in Sabien Technology Group Plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

## SABIEN TECHNOLOGY GROUP PLC

*(a company incorporated in England and Wales and registered with number 05568060)*

### NOTICE OF ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chairman of Sabien Technology Group Plc.

Notice of the Annual General Meeting of the Company to be held at 11.00 a.m. on Wednesday 29 November 2023 at **Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE**, is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy which, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, or alternatively a proxy may be appointed electronically within that period in accordance with the instructions on the Form of Proxy.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

## DEFINITIONS

<b>Act</b>	the Companies Act 2006
<b>Annual General Meeting, Meeting or AGM</b>	the annual general meeting of the Company convened for 11.00 a.m. on Wednesday 29 November 2023 and any adjournment thereof, notice of which is set out at the end of this document
<b>Board or Directors</b>	the directors of the Company at the date of this document whose names are set out on page 3 of this document
<b>Company or Sabien</b>	Sabien Technology Group Plc
<b>Ordinary Shares</b>	21,695,168 Ordinary Shares of £0.03
<b>Notice</b>	the notice convening the Annual General Meeting which is set out at the end of this document
<b>Resolutions</b>	the resolutions set out in the Notice
<b>Shareholders</b>	holders of Ordinary Shares

**Sabien Technology Group Plc**  
(incorporated in England and Wales and registered with number 05568060)

Directors:  
R Parris (Chairman)  
C Goodfellow  
R McGregor-Smith  
E Sutcliffe

Registered Office:  
71-75 Shelton Street  
London  
WC2H 9JQ

6 November 2023

To the Shareholders:

Dear Shareholder

**1 Introduction**

You will find enclosed with this letter the formal Notice convening the Annual General Meeting of the Company for 11.00 a.m. on Wednesday 29 November 2023 to be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE and a Form of Proxy.

**2 Action to be Taken**

A Form of Proxy for use at the Annual General Meeting is enclosed. If you are a holder of shares in the Company you are advised to complete and return the form in accordance with the instructions printed on it so as to arrive at the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. Alternatively, you can use one of the methods of electronic appointment of a proxy described in the notes to the Notice and on the Form of Proxy.

The Form of Proxy should be returned, or a method of electronic appointment effected, as soon as possible and in any event so as to arrive, or be effected, no later than 11.00 a.m. on Monday 27 November 2023 to be valid. Completion and return of the Form of Proxy or electronic appointment of a proxy will not preclude you from attending the Annual General Meeting and voting in person should you so wish.

**3 Recommendation**

The Directors consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend members to vote in favour of all the Resolutions to be proposed at the Annual General Meeting as they intend to do in respect of their holdings of 4,681,460 Ordinary Shares representing 21.58 per cent of the Company's Ordinary Share capital.

Yours faithfully

**Richard Parris**  
Chairman

## **Explanation of Resolutions**

Resolutions numbered 1 to 5 will be proposed as ordinary resolutions (which means that, for each resolution to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution).

### **Resolution 1: Receiving the report and accounts**

The Directors are required to present to shareholders at the Annual General Meeting the audited accounts of the Company and the report of the Directors and auditor, for the year ended 30 June 2023.

### **Resolution 2: Appointment and remuneration of the auditor**

The resolution proposes the re-appointment of the Company's existing auditors, Moore Kingston Smith LLP, until the conclusion of the next general meeting of the Company at which accounts are laid and gives authority to the directors to determine the auditors' remuneration.

### **Resolutions 3 - 5: Re-appointment of directors**

The Company's articles of association require that any director that has been appointed since the last annual general meeting, or for whom it is the third annual general meeting following the annual general meeting at which he or she was elected or last re-elected, shall retire from office but shall be eligible for re-appointment.

R McGregor-Smith, R Parris, and E Sutcliffe are retiring and seeking re-election at the Annual General Meeting.

## **Sabien Technology Group Plc**

(a company incorporated in England and Wales and registered with number 05568060)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING** of **SABIEN TECHNOLOGY GROUP PLC** (the "**Company**") will be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE, at 11.00 a.m. on Wednesday 29 November 2023 for the purpose of considering and, if thought fit, passing the following resolutions.

Resolutions numbered 1 to 5 will be proposed as ordinary resolutions (which means that, for each resolution to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution).

Capitalised terms not otherwise defined in this notice of Annual General Meeting shall have the meaning given to them in the circular to the holders of Ordinary Shares dated 6 November 2023 to which this notice of Annual General Meeting is attached.

#### **ORDINARY BUSINESS**

##### **Ordinary Resolutions**

1. **TO** receive and consider the annual accounts of the Company for the year ended 30 June 2023, and the reports of the directors and auditors thereon.
2. **TO** re-appoint Moore Kingston Smith LLP as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine their remuneration.
3. **TO** re-appoint as Director R McGregor-Smith who is retiring by rotation in accordance with Article 78 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.
4. **TO** re-appoint as Director R Parris who is retiring by rotation in accordance with Article 78 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.
5. **TO** re-appoint as Director E Sutcliffe who is retiring by rotation in accordance with Article 78 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.

Registered Office  
71-75 Shelton Street  
London  
WC2H 9JQ

**BY ORDER OF THE BOARD**  
Edward Sutcliffe  
Company Secretary

Dated: 6 November 2023

*Notes:*

#### **Entitlement to attend and vote**

1. Only those members registered on the Company's register of members at:
  - 11.00 a.m. on Monday 27 November 2023; or
  - if this Meeting is adjourned, 48 hours (such 48-hour period excluding non-working days) prior to the time of the adjourned meeting,shall be entitled to attend and vote at the Meeting.

#### **Website giving information regarding the meeting**

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006 ("Act"), can be found at [www.sabien.com](http://www.sabien.com).

#### **Attending in person**

3. If you wish to attend the Meeting in person, please bring appropriate identification with you (e.g. passport or driving licence).

#### **Appointment of proxies**

4. If you are a member of the Company at the time set out in note 1 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 meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman 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 Chairman) and give your instructions directly to them.
6. You may appoint more than one proxy provided 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 photocopy the proxy form the required number of times.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

#### **Appointment of proxy using hard copy proxy form**

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
8. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; and
  - received by Share Registrars Limited no later than 11.00 a.m. on Monday 27 November 2023.

In the case of a member which 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.

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.

#### **Appointment of proxies electronically**

9. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting the website of the Company's registrars [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (your unique log-in details are located on the top of the proxy form). Electronic facilities are available to all members and those who use them will not be disadvantaged.

10. For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars Limited no later than 11.00 a.m. GMT on 27 November 2023. Should you complete your proxy form electronically and then post a hard copy, or *vice versa*, the form that arrives or is completed electronically last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the website.
11. You may not use any electronic address provided either in this notice of annual general meeting or in any related documents (including a proxy form) to communicate with the Company for any purposes other than those expressly stated.

### **Appointment of proxies through CREST**

12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited's (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 7RA36) by 11.00 a.m. on Monday 27 November 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.

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.

### **Appointment of proxy by joint members**

13. 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).

### **Changing proxy instructions**

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

15. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on Monday 27 November 2023.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Issued shares and total voting rights**

17. As at 6.00 p.m. on 1 November 2023, the last practicable date before this notice of meeting, the Company's issued share capital comprised 21,695,168 ordinary shares of 3 pence each, 44,004,867 deferred shares of 4.5 pence each, and 190,254,867 new deferred shares of 0.49 pence each. Deferred shares carry no right to attend or vote at a general meeting of the Company. Each ordinary 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 1 November 2023 is 21,695,168.

### **Questions at the Meeting**

18. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Communication**

19. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):
- calling Share Registrars Limited on 01252 821390 or +44 1252 821390, if calling from overseas (calls are charged at your network provider's standard rates). Lines are open 9.00 a.m. – 5.00 p.m. Monday to Friday. You may write to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the chairman's letter and proxy form),

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