

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 10.00 a.m. on Thursday 19 December 2024 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, but in any event please ensure it is received not later than 10.00 a.m. on Tuesday 17 December 2024 or 48 hours (such 48-hour period excluding non-working days) before any adjourned meeting. Alternatively, you can register your vote(s) for the Annual General Meeting by visiting 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).

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

Act	the Companies Act 2006;
Additional Shares	The potential future additional settlement of up to a further £100,000 of director remuneration by the issue of ordinary shares.
Annual General Meeting, Meeting or AGM	the annual general meeting of the Company convened for 10.00 a.m. on Thursday 19 December 2024 and any adjournment thereof, notice of which is set out at the end of this document;
Board or Directors	the directors of the Company at the date of this document whose names are set out on page 3 of this document;
Company or Sabien	Sabien Technology Group Plc;
Enlarged Share Capital	the 25,027,383 Ordinary Shares in the capital of the Company assuming the Related Party Shares are issued;
Nominated Advisor	Allenby Capital Limited;
Ordinary Shares	23,631,135 Ordinary Shares of £0.03;
Other Liabilities Shares	the 272,479 shares to be issued in respect of £25,000 other liabilities;
Notice	the notice convening the Annual General Meeting which is set out at the end of this document;
Resolutions	the resolutions set out in the Notice;
Related Party Shares	the 675,052 shares to be issued to Richard Parris and Edward Sutcliffe in satisfaction of the other liabilities;
Related Party Shares 2	the 448,717 shares to be issued to Charles Goodfellow and Ranald McGregor-Smith; and
Shareholders	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

19 November 2024

To the Shareholders:

Dear Shareholder

1 Introduction

Annual General Meeting

You will find enclosed with this letter the formal Notice convening the Annual General Meeting of the Company for 10.00 a.m. on Thursday 19 December 2024 to be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE and a Form of Proxy.

Issue of Shares in relation to Related Party Funding (“Related Party Shares”) and Other Liabilities (“Other Liabilities Shares”)

On 20 August 2024 the Company announced a package of related party and other funding which included, *inter alia*, the conversion of £61,936 of outstanding director remuneration and £25,000 other liabilities which would be subject to shareholder approval at the Annual General Meeting. Richard Parris and Edward Sutcliffe in their capacity as directors of the Company agreed to accept settlement of the following outstanding director remuneration in new ordinary shares, with fractional entitlements rounded down:

DIRECTOR	COUNTERPARTY	OUTSTANDING REMUNERATION £	PRICE PER NEW ORDINARY SHARE (PENCE)	NEW ORDINARY SHARES ISSUED	TOTAL BENEFICIAL INTEREST POST ISSUE
Edward Sutcliffe	TVI Group Limited	16,936	9.175	184,589	184,589
Richard Parris	Parris Group Limited	45,000	9.175	490,463	5,571,923
		61,936		675,052	

Further Issue of Shares to remaining Directors (“Related Party Shares 2”)

In addition, Charles Goodfellow and Ranald McGregor-Smith have also agreed to accept settlement of outstanding director remuneration covering the same period as the Related Party Shares in their capacity as directors of the Company and on the same terms as follows:

DIRECTOR	COUNTERPARTY	OUTSTANDING REMUNERATION £	PRICE PER NEW ORDINARY SHARE (PENCE)	NEW ORDINARY SHARES ISSUED	TOTAL BENEFICIAL INTEREST POST ISSUE
Charles Goodfellow	Woodlands Lery Limited	17,500	9.750	179,487	279,487
Ranald McGregor-Smith	Bridgend Finance Limited	26,250	9.750	269,230	269,230
		43,750		448,717	

In combination with the £25,000 Other Liabilities Shares previously announced, the total of the Related Party Shares and Related Party Shares 2 to be issued will be 1,396,248, an aggregate nominal amount of £41,887.44.

Additional Funding Authority

In addition to the amounts announced in relation to each of the directors, the board is requesting authority for an additional potential future settlement of director remuneration of up to £100,000. The potential future settlement if utilised would be subject to a separate regulatory news service announcement, and the issue price would be updated to the average share price of the five preceding days at the time of the announcement.

2 **Related Party Transaction and changes to substantial shareholdings**

As announced on 20 August 2024, the issue of the Related Party Shares to the executive directors constitutes a related party transaction in accordance with Rule 13 of the AIM Rules for Companies.

The issue of the Related Party Shares 2 to the directors constitutes a related party transaction in accordance with Rule 13 of the AIM Rules for Companies. Further details were announced by the Company on 19 November 2024.

The directors, following the issue of the Related Party Shares and Related Party Shares 2, will hold the following shareholdings in the Enlarged Share Capital:

DIRECTOR	COUNTERPARTY	TOTAL BENEFICIAL INTEREST POST ISSUE	%
Charles Goodfellow	Woodlands Lery Limited	279,487	1.12
Edward Sutcliffe	TVI Group Limited	184,589	0.74
Ranald McGregor-Smith	Bridgend Finance Limited	269,230	1.08
Richard Parris	Parris Group Limited	6,193,422	24.75

3 **Admission, settlement and dealings**

Application shall be made for the Related Party Shares; Related Party Shares 2 and Other Liabilities Shares to be issued to be admitted to trading on AIM. Subject to the passing of the Resolutions at the Annual General Meeting, it is expected that Admission will become effective and dealings in the New Ordinary Shares will commence at 8.00 a.m. on or around 23 December 2024.

4 **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 as soon as possible at the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. Alternatively, you can register your vote(s) for the Annual General Meeting by visiting 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).

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 10.00 a.m. on Tuesday 17 December 2024 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.

5 **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 5,802,959 Ordinary Shares representing 24.56 per cent of the Company's Ordinary Share capital.

Yours faithfully

Richard Parris
Chairman

Explanation of Resolutions

Resolutions numbered 1 to 3 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) and resolution numbered 4 will be proposed as a special resolution (which means that, for the resolution to be passed, 75 per cent. or more 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 2024.

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.

Resolution 3: Authority to Allot Shares

Resolution 3 is proposed as an ordinary resolution to authorise the Directors to allot shares and grant rights to subscribe for or to convert any security into shares up to:

- in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Related Party Shares; Related Party Shares 2 and Other Liabilities Shares, an aggregate nominal amount of £41,887.44;
- in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Additional Shares, an aggregate nominal amount of £100,000; and
- an aggregate nominal value of £75,000 in relation to a general authority to allot Ordinary Shares.

These authorities to be granted pursuant to Resolution 3 shall expire on the fifth anniversary of the date on which the resolution is passed. This authority is in addition to all existing and unexercised authorities which includes, *inter alia*, a general authority to allot Ordinary Shares, up to an aggregate nominal value of £6,934.

Resolution 4: Waiver of Pre-emption Rights

Resolution 4 is conditional on the passing of Resolution 3 and is proposed as a special resolution to grant the Directors authority to allot equity securities on a non-pre-emptive basis up to:

- in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Related Party Shares; Related Party Shares 2 and Other Liabilities Shares, an aggregate nominal amount of £41,887.44;
- in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Additional Shares, an aggregate nominal amount of £100,000; and
- an aggregate nominal value of £75,000 in relation to a general authority to allot Ordinary Shares.

The disapplication to be authorised pursuant to Resolution 4 shall expire on the fifth anniversary of the date on which the resolution is passed. This authority is in addition to all existing and unexercised authorities which includes, *inter alia*, a general authority to allot equity securities up to an aggregate nominal value of £6,934 on a non-pre-emptive basis.

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 10.00 a.m. on Thursday 19 December 2024 for the purpose of considering and, if thought fit, passing the following resolutions.

Resolutions numbered 1 to 3 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 numbered 4 will be proposed as a special resolution (which means that, for the resolution to be passed, 75 per cent. or more 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 18 November 2024 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 2024, 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. **THAT** in accordance with section 551 of the Companies Act 2006 (the "Act"), and in addition to all existing and unexercised authorities (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such existing or unexercised authorities), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to:
 - (a) in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Related Party Shares; Related Party Shares 2 and Other Liabilities Shares, an aggregate nominal amount of £41,887.44;
 - (b) in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Additional Shares, an aggregate nominal amount of £100,000; and
 - (c) an aggregate nominal value of £75,000 in relation to a general authority to allot Ordinary Shares, provided that this authority will expire on the fifth anniversary of the date on which this resolution is passed unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and that the directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this Resolution 3 had not expired.

SPECIAL RESOLUTION

4. **THAT**, subject to and conditional upon the passing of Resolution 3, in accordance with section 571(1) of the Act, the directors be and are hereby empowered, in addition to all existing and unexercised authorities, to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 3, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a) in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Related Party Shares; Related Party Shares 2 and Other Liabilities Shares, an aggregate nominal amount of £41,887.44;

(b) in relation to the maximum number of Ordinary Shares that could be required to be allotted pursuant to the Additional Shares, an aggregate nominal amount of £100,000; and

(c) an aggregate nominal value of £75,000 in relation to a general authority to allot Ordinary Shares,

provided that this authority will expire on the fifth anniversary of the date on which this resolution is passed, but may be previously revoked or varied by special resolution and so 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 any such offer or agreement as if such power had not expired.

Registered Office
71-75 Shelton Street
London
WC2H 9JQ

BY ORDER OF THE BOARD
Edward Sutcliffe
Company Secretary

Dated: 19 November 2024

Notes:

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
 - 10.00 a.m. on Tuesday 17 December 2024; 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, speak 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.

Attending in person

3. If you are a registered shareholder and wish to attend the Meeting in person, please bring appropriate identification with you (e.g. passport or driving licence). Please note that if you hold your shares in CREST through a nominee company, stockbroker or share dealing platform you will additionally need to obtain a Letter of Corporate Representation in order to attend, speak and / or vote at the Annual General Meeting.

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 10.00 a.m. on Tuesday 17 December 2024.

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, 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 10.00 a.m. GMT on Tuesday 17 December 2024. 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 10.00 a.m. on Tuesday 17 December 2024. 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, by telephone at 01252 821390 or by e-mailing to Enquiries@shareregistrars.uk.com.

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 10.00 a.m. on Tuesday 17 December 2024.

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 15 November 2024, the last practicable date before this notice of meeting, the Company's issued share capital comprised 23,631,135 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 15 November 2024 is 23,631,135.

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 or e-mail them to Enquiries@shareregistrars.uk.com.

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.