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Copies of this document are being sent to shareholders of Pri0r1ty Intelligence Group Plc ("**Shareholders**"). If you have sold or otherwise transferred all of your existing ordinary shares of £0.003 each ("**Ordinary Shares**") in Pri0r1ty Intelligence Group Plc (the "**Company**") please send this document and the accompanying form of proxy ("**Form of Proxy**") as soon as possible 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. However, these documents should not be forwarded, distributed or transmitted in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction. If you have sold or transferred only part of your holding in Ordinary Shares in the Company you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Pri0r1ty Intelligence Group Plc

(incorporated and registered in England and Wales

under the Companies Act 2006 with registered number 13571750)

NOTICE OF ANNUAL GENERAL MEETING

to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW at 10.00 a.m. on 31 March 2025

This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of the Company, which includes the recommendation of the Directors of the Company that you vote in favour of all of the resolutions to be proposed (the "**Resolutions**") at the Annual General Meeting of the Company (the "**AGM**").

The formal notice of the Annual General Meeting and accompanying explanatory notes is set out at the end of this document ("**Notice of AGM**").

A copy of this document is available on the website of the Company at <https://www.pri0r1ty.com/>.

Shareholders of the Company ("**Shareholders**") are encouraged to complete and return the enclosed form of proxy (the "**Form of Proxy**") to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible, but in any event so as to arrive no later than 10.00 a.m. on 27 March 2025.

Alternatively, they can register their 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 (the relevant log-in details, i.e. user name and access code, can be located on the top of the proxy form).

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so at the AGM and any adjournment thereof by utilising the procedures described in the CREST Manual. For further details, please see the notes to the Notice of AGM set out at the end of this document.

For full details on proxy appointments, see the notes to the Notice of AGM set out at the end of this document and in the accompanying Form of Proxy.

A summary of the action to be taken by Shareholders is set out on in the Letter from the Chairman. Please complete and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 10.00 a.m. GMT on 27 March 2025.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Expected time / date</u>
Publication of this document	5 March 2025
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 27 March 2025
Date and time of Annual General Meeting	10.00 a.m. on 31 March 2025

Notes:

- i. All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or dates above changes, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- ii. If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.

LETTER FROM THE CHAIRMAN OF THE COMPANY

PRIOR1TY INTELLIGENCE GROUP PLC

(Incorporated and registered in England and Wales with registered number 13571750)

Directors:

Matthew Beardmore *(Non-Executive Chairman)*
James Sheehan *(Chief Executive Officer)*
Daniel Maling *(Chief Financial Officer)*
Karen Lewis-Hollis *(Non-Executive Director)*
Philip Adler *(Non-Executive Director)*

Registered Office:

28 Austin Friars
London
England
EC2N 2QQ

To the Shareholders and, for information only, to the holders of warrants to subscribe for Ordinary Shares issued by the Company

5 March 2025

Dear Shareholder,

PRIOR1TY INTELLIGENCE GROUP PLC (the “Company”) – Notice of Annual General Meeting

1. Introduction

I am writing to invite you to the Annual General Meeting of the Company to be held at 10.00 a.m. on 31 March 2025 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW and to explain the Resolutions to be proposed at the AGM.

2. Business of the AGM – Resolutions

Resolution 1 – Receiving and adopting the annual report and accounts

This Resolution relates to the receiving and adopting of the annual report and financial statements for the period ended 30 September 2024, together with the report of the Directors and the auditors’ report. Shareholders may raise any questions on the reports and financial statements under this Resolution.

Resolutions 2 to 6 – Re-appointment of Directors

The Board recommends the re-election of all of the Directors of the Company, who, in accordance with best UK corporate governance practice, and the Company’s articles of association (“**Articles**”), are required to retire at this Annual General Meeting. Being eligible and wishing to continue serving, all Directors offer themselves for re-election.

Resolution 7 – Re-appointment of the Auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting. This Resolution proposes the reappointment of PKF Littlejohn LLP as the auditors of the Company and approves their remuneration.

Resolution 8 – Directors' authority to allot shares

This resolution seeks to renew the existing authority under section 551 of the Companies Act 2006 which would otherwise expire at the AGM, to give the Board authority to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate maximum nominal amount of £145,056 (being 48,352,000 Ordinary Shares representing approximately 50% of the Company's issued share capital as at the date of this notice). The authority conferred by Resolution 8 will expire at the earlier of (i) the conclusion of the next Annual General Meeting of the Company following the date of passing of this resolution and (ii) on the date falling 15 months from the date of the passing of this resolution.

Resolution 9 – Directors' authority to disapply pre-emption rights when allotting shares for cash

This resolution is being proposed in order to renew the power of the Directors to allot equity securities for the purposes stated in Resolution 8 as if pre-emption rights (both statutory and as may be contained in the Company's articles of association) did not apply, including in relation to any offering to Shareholders by way of rights to include any exclusions or other arrangements in connection with any issue of equity securities offered (by way of rights issue, open offer or otherwise) to existing holders of Ordinary Shares in proportion, as nearly as may be, to their existing holdings of such ordinary shares, as the Directors deem necessary to deal with equity securities representing fractional entitlements, with legal or practical problems in the laws of any territory or with the requirements of any regulatory body.

The authority conferred by Resolution 9 will expire at the earlier of (i) the conclusion of the next Annual General Meeting of the Company following the date of passing of this resolution and (ii) on the date falling 15 months from the date of the passing of this resolution.

3. Requisite majority for Resolutions to be passed

Each of Resolutions 1 to 8 (inclusive) is being proposed as an ordinary resolution and requires approval by a simple majority of those votes cast at the AGM for the Resolutions to be passed.

Resolution 9 is being proposed as a special resolution and requires approval by a 75% majority of those votes cast at the AGM for the Resolution to be passed.

4. Action to be taken by Shareholders

Shareholders will find enclosed with this document a Form of Proxy. Whether or not you intend to be present at the AGM, shareholders are requested to complete, sign and return your Form of Proxy to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. The Form of Proxy must be returned as soon as possible but, in any event, so as to arrive no later than 10.00 a.m. on 27 March 2025. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you wish to do so.

As an alternative to completing the hard-copy Form of Proxy, Shareholders can appoint a proxy electronically with Share Registrars Limited by visiting www.shareregistrars.uk.com, clicking on

the "Proxy Vote" button and then following the on-screen instructions (the relevant log-in details, i.e. user name and access code, can be located on the top of the proxy form). For an electronic proxy appointment to be valid, the appointment must be received by Share Registrars Limited no later than 10.00 a.m. on 27 March 2025.

5. Board Recommendation

The Board considers that the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend shareholders vote in favour of Resolutions 1 to 9 as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Matthew Beardmore
Non-Executive Chairman

Date: 5 March 2025

PRIOR1TY INTELLIGENCE GROUP PLC

(Incorporated and registered in England and Wales with registered number 13571750)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting of PRIOR1TY INTELLIGENCE GROUP PLC (the “**Company**”) will be held at 10.00 a.m. on 31 March 2025 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, for the following purposes:

To consider and, if thought fit, pass the following Resolutions of which Resolutions 1 to 8 will be proposed as ordinary resolutions and Resolution 9 as a special resolution.

ORDINARY RESOLUTIONS

- 1 To receive and adopt the annual report and non-statutory financial statements for the financial period ended 30 September 2024.
- 2 To re-appoint Matthew Beardmore as a director, who retires in accordance with Article 25.1 of the articles of association of the Company (“**Articles**”) and offers himself for re-election.
- 3 To re-appoint James Sheehan as a director, who retires in accordance with Article 25.8 of the Company’s Articles and offers himself for re-election.
- 4 To re-appoint Daniel Maling as a director, who retires in accordance with Article 25.8 of the Company’s Articles and offers himself for re-election.
- 5 To re-appoint Karen Lewis-Hollis as a director, who retires in accordance with Article 25.8 of the Company’s Articles and offers herself for re-election.
- 6 To re-appoint Philip Adler as a director, who retires in accordance with Article 25.8 of the Company’s Articles and offers himself for re-election.
- 7 To re-appoint PKF Littlejohn LLP as auditors of the Company to hold office with immediate effect until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors of the Company.
- 8 **THAT**, in accordance with section 551 of the Companies Act 2006 (“**Act**”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £145,056 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of (i) the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this Resolution and (ii) the date falling 15 months from the date of the passing of this Resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority

conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTION:

9 **THAT**, conditional on the passing of the Resolution 8 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority conferred by Resolution 8 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to 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 arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £145,056;

and provided that this power shall (unless previously renewed, varied or revoked by the Company) expire on the earlier of (i) the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this Resolution, and (ii) the date falling 15 months from the date of the passing of this Resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired.

Registered Office
28 Austin Friars,
London,
England,
EC2N 2QQ

By Order of the Board

Matthew Beardmore
Non-Executive Chairman
PriOr1ty Intelligence Group Plc

5 March 2025

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 as amended, the Company specifies that only those members registered on the Company's register of members 48 hours (ignoring any part of a day that is not a working day) before the time of the AGM shall be entitled to attend and vote at the AGM.

Appointment of proxy

2. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend, speak and vote (including on a poll) in their place. A proxy need not be a shareholder of the Company but must attend the AGM in person. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.
3. You can register your vote(s) for the Annual General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details, i.e. user name and access code, on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the Form of Proxy accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10.00 a.m. on 27 March 2025.

Appointment of proxy using hard copy Form of Proxy

4. The notes to the Form of Proxy explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the Form of Proxy 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 by no later than 10.00 a.m. on 27 March 2025.

In the case of a member which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

5. As an alternative to completing the hard-copy Form of Proxy, Shareholders can appoint a proxy electronically with Share Registrars Limited by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (the relevant log-in details, i.e. user name and access code, can be located on the top of the proxy form). For an electronic proxy appointment to be valid, the appointment must be received by Share Registrars Limited no later than 10.00 a.m. on 27 March 2025.

Appointment of proxy using CREST

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual.

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 or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (“**Euroclear**”) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. 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. 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 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 or her 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 CREST 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 (as amended).

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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

8. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments 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 Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Share Registrars Limited on 01252 821390 (+44 1252 821390 when calling from abroad) or by e-mail 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 appointment

9. A shareholder may revoke a proxy instruction but to do so you will need to inform the Company in writing 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 shareholder 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 27 March 2025.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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

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

Voting procedure

11. Voting on all resolutions will be conducted on a show of hands. As soon as practicable following the AGM, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

Issued shares and total voting rights

12. As at 4 March 2025, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 96,703,699 ordinary shares of £0.003 each. 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 3 March 2025 is 96,703,699.

Questions at the meeting

13. Any member attending the meeting has the right to ask questions. 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

14. Except as provided above, members who have general queries about the AGM should contact Share Registrars Limited by telephone on 01252 821390 (+44 1252 821390 when calling from abroad) or by e-mail to Enquiries@shareregistrars.uk.com (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of AGM, or any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

