

Notice of Annual General Meeting

Big Technologies PLC

(Incorporated and registered in England and Wales with company no. 10791781)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your ordinary shares in Big Technologies plc (the "Company"), please send this document together with the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Dear Shareholder

I am pleased to invite you to the fourth Annual General Meeting (the "Annual General Meeting" or "AGM") of the Company to be held at Moor Park Golf Club, Rickmansworth, Hertfordshire, WD3 1QN at 10.00 a.m. on 18 June 2025.

Business of the Meeting

The formal notice of the AGM is set out on pages 2 and 3 of this document and full details of the Resolutions to be proposed at the AGM are contained in the Explanatory Notes on pages 6 to 7 of this document.

All times shown in this document are UK times unless otherwise indicated.

How to Vote

All Resolutions will be decided on a poll to be called by the Chair of the meeting rather than a show of hands. This is a transparent method of voting as Shareholder votes are counted according to the number of shares held and ensures that the shareholders who have appointed the Chair of the meeting as their proxy have their votes fully taken into account.

Your vote is important to us and all Shareholders are encouraged to vote either in advance or on the day.

Whether or not you propose to attend the Annual General Meeting, please vote electronically via the Investor Centre app, or you may access the web browser at <https://uk.investorcentre.mpms.mufg.com..> If a paper Form of Proxy is requested from the registrar, it should be completed and returned to MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Please note that delivery using this service can take up to 5 business days.

Alternatively, if you hold your shares in CREST, you may appoint a proxy via the CREST electronic proxy appointment service.

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

Notice of your appointment of a proxy should reach MUFG Corporate Markets by no later than 10.00 a.m. on 16 June 2025 or 48 hours before any adjourned meeting. Completion of the Form of Proxy (including an electronic proxy appointment or an appointment via the CREST electronic proxy appointment service or Proxymity) will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

Those submitting a Form of Proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy. This will ensure that your vote will be counted.

Board Recommendation

The Directors believe that each of the proposed Resolutions to be considered at the AGM is in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

The results of the AGM will be announced as soon as practicable after the conclusion of the AGM and will appear on the Company's website www.bigtechnologies.co.uk.

Form of Proxy

The Company is committed to reducing paper and improving efficiency in its shareholder communications. From 2026 we will no longer be sending paper proxy cards to Shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.

Alexander Brennan

Non-Executive Chair

23 May 2025

Big Technologies PLC

(Incorporated and registered in England and Wales with company no. 10791781)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fourth Annual General Meeting of Big Technologies plc (the "Company") will be held at Moor Park Golf Club, Rickmansworth, Hertfordshire, WD3 1QN, on 18 June 2025 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the below Resolutions 1 to 7 (inclusive) as ordinary resolutions and Resolutions 8 to 11 (inclusive) as special resolutions.

ORDINARY RESOLUTIONS

1. That the Company's Annual Report and Accounts for the financial year ended 31 December 2024 (which includes the Directors' Report and the Auditor's Report) (the "2024 Annual Report and Accounts") be received.
2. That the Directors' Remuneration Report, which is set out on pages 55 to 60 in the Company's 2024 Annual Report and Accounts, be approved.
3. That Ian Johnson be elected as a Director of the Company.
4. That Michael Johns be elected as a Director of the Company.
5. That Crowe U.K. LLP be reappointed as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before the Company.
6. That the Audit Committee of the Company be authorised to determine the auditor's remuneration.
7. That the Directors of the Company be authorised to generally and unconditionally pursuant to section 551 of the Companies Act 2006 (the "Act") (in substitution for all existing authorities granted to the directors of the Company under section 551 of the Act (to the extent that they remain in force and unexercised)) to exercise all or any of the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into such shares of the Company ("Rights") up to an aggregate nominal amount of £995,229 being approximately one third of the issued ordinary share capital of the Company as at the date immediately prior to the date of this notice) to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of the Company), provided that this authority shall expire on the earlier of the date falling six months after the next accounting reference date of the Company and the conclusion of the next annual general meeting of the Company after the passing of this Resolution unless varied, revoked or renewed by the Company in general meeting, save that the Company may, before the expiry of the authority granted by this Resolution, make a further offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company may allot shares and grant Rights in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTIONS

8. That the Directors of the Company be and are hereby empowered (subject to the passing of Resolution 7 and in substitution for all existing like powers granted to the directors of the Company (to the extent that they remain in force and unexercised)) pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 7 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561(1) of the Act and sections (1) – (6) of sections 562 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:
 - 8.1 in connection with or pursuant to a pre-emptive offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of stock exchange or any recognised regulatory body in any, territory; and
 - 8.2 (otherwise than pursuant to sub-paragraph 8.1 above) up to an aggregate nominal amount of £298,569 (being approximately 10 per cent of the issued ordinary share capital of the Company as at the date immediately prior to the date of this notice), and shall expire on the earlier of the date falling six months after the next accounting reference date of the Company and the conclusion of the next annual general meeting after the passing of this Resolution, save that the Company may, before the expiry of any power contained in this Resolution, make a further offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.
9. That the Company be generally and unconditionally authorised for the purpose of section 701 of the Act and in accordance with article 16 of the Company's articles of association, to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the directors of the Company may from time to time determine provided that:
 - 9.1 the maximum number of Ordinary Shares that may be purchased under this authority is restricted to 29,856,872 (being approximately 10 per cent. of the issued ordinary share capital of the Company as at the date immediately prior to the date of this Resolution);
 - 9.2 the minimum price which may be paid per Ordinary Share shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase); and

9.3 the maximum price which may be paid for any and each Ordinary Share purchased under this authority shall not be more than the higher of:

9.3.1 an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and

9.3.2 the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out, in each case exclusive of expenses payable by the Company.

The authority hereby conferred shall expire on the earlier of the date falling six months after the next accounting reference date of the Company and the conclusion of the next annual general meeting after the passing of this Resolution, save that the Company may enter into a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.

10. That, with effect from the conclusion of the AGM, the articles of association produced to the meeting and signed by the Chair for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
11. That the Directors be authorised, in accordance with article 18 of the Company's articles of association, to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice in writing.

By order of the board

Mike Johns

Company Secretary

23 May 2025

Registered Office:

Talbot House, 17 Church Street, Rickmansworth, WD3 1DE

Notice of Meeting Notes

The following notes explain your general rights as a Shareholder and your right to attend and vote at the Annual General Meeting or to appoint someone else to vote on your behalf:

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 16 June 2025, or in the event that the AGM is adjourned, in the Register of Members of the Company at the close of trading on the date which is two days prior to the date fixed for holding any adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
2. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 30 minutes prior to the commencement of the Meeting at 10.00 a.m. on 18 June 2025 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend, speak and vote on their behalf at the AGM. 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. 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 AGM.
6. You can vote either:
 - via the Investor Centre (see below);
 - by requesting a paper proxy form from our Registrar, MUFG Corporate Markets, by email at shareholderenquiries@cm.mpms.mufg.com, or you may call on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. MUFG Corporate Markets are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. You may also contact MUFG Corporate Markets if you need help with voting online; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 - If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform in accordance with the procedures set out below.

In order for a proxy appointment to be valid, a Form of Proxy must be completed. In each case the Form of Proxy must be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by 10.00 a.m. on 16 June 2025 (or 48 hours before the date of an adjourned AGM).

7. Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com>.



8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed proxy form, electronic filing or any CREST Proxy Instructions (as described in notes 10–12 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
10. 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 of the AGM) by using the procedures described in the CREST manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

11. In order for a proxy appointment or instruction 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 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 RA10) by 10.00 a.m. on 16 June 2025 (or 48 hours before the date of an adjourned AGM). For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST Application 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.
12. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 system 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.
13. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. on 16 June 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
14. Unless otherwise indicated on the Form of Proxy, CREST voting, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
15. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
16. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between them and the Shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1 to 10 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
17. As at 22 May 2025 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 298,568,721 Ordinary Shares, carrying one vote each.
18. Any Shareholder attending the AGM has the right to ask questions if they relate to the business being dealt with at the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.
19. Unacceptable behaviour on the part of any Shareholder attending the AGM will not be tolerated and the Chair has the right to deal with such behaviour as appropriate, including removing that Shareholder from the AGM.
20. The Company may process the personal data of attendees at the AGM. This may include photos, recordings and audio and video links, as well as other forms of personal data.
21. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
22. Shareholders meeting the threshold requirements set out in section 527 of the Act have the right to require that the Company publish a statement on its website in relation to the audit of the Company's 2024 Annual Report and Accounts and certain related information. The Company may not charge the requesting Shareholders for website publication of such a statement. The Company must also forward the statement to the auditor not later than the time when it publishes the statement on the website.
23. Shareholders have the right to request, in accordance with section 360BA of the Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact MUFG Corporate Markets by post at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by telephone on 0371 664 0391, or email at shareholderenquiries@cm.mpms.mufg.com, in each case no later than 30 days following the date of this year's AGM.
24. Copies of the Directors' service contracts and letters of appointment of the Directors of the Company will be available at the place of the AGM for at least 15 minutes prior to the AGM and until the conclusion of the AGM.
25. A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at www.bigtechnologies.co.uk.

Explanatory Notes

The following notes give an explanation of the proposed Resolutions.

Resolutions 1 to 7 (inclusive) are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 8 to 11 (inclusive) are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

The Directors consider the passing of all of the Resolutions to be in the best interests of the Company and its Shareholders and accordingly recommend that you vote in favour of these Resolutions as they intend to do so in respect of their own shareholdings.

Resolution 1 – Annual Report and Accounts

The Directors of the Company must present the Company's 2024 Annual Report and Accounts to the AGM.

Resolution 2 – Directors' Remuneration Report

It is proposed that the Directors' Remuneration Report for the financial year ended 31 December 2024, as set out on pages 55 to 60 of the 2024 Annual Report and Accounts, be approved. The Directors' Remuneration Report contains, inter alia, details of the Directors who were members of the Remuneration Committee, a forward-looking statement of the Company's policy on Directors' remuneration for subsequent financial years, details of the Directors' service agreements and specific disclosures relating to each Director's remuneration including the growth share plan for executive directors.

This vote to approve the Directors' Remuneration Report is advisory only and the Directors' entitlement to receive remuneration is not conditional on it.

Resolution 3 and 4 – Election of Ian Johnson and Michael Johns as Directors

As required by the Company's articles of association, only those Directors appointed to the Board in the period since the 2024 annual general meeting of the Company are standing for election by Shareholders at this AGM.

Resolution 3 relates to the election of Ian Johnson, who joined the Board with effect from 7 April 2025, and Resolution 4 relates to the election of Michael Johns, who joined the Board with effect from 8 May 2025.

Biographical details of Ian Johnson and Michael Johns, being the two Directors offering themselves for election, are set out on pages 42 and 43 of the 2024 Annual Report and Accounts and are also available for viewing on the Company's website (www.bigtechnologies.co.uk/board). It is considered that, since their respective appointments to the Board, the performance of each of Ian Johnson and Michael Johns has been effective, that each of them has demonstrated sufficient commitment to their role and that the contribution of both Ian Johnson and Michael Johns will be important to the Company's long-term sustainable success.

Resolution 5 – Auditor Appointment

The Company is required to appoint the auditor at each general meeting at which accounts are presented, to hold office until the end of the next such meeting. Resolution 95 which is recommended by the Audit Committee, proposes the reappointment of the Company's existing auditor, Crowe U.K. LLP.

Resolution 6 – Auditor's Remuneration

This Resolution follows best practice in corporate governance by separately seeking authority for the Audit Committee to determine the auditor's remuneration.

Resolution 7 – Directors' power to allot relevant securities

The Company's Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by Shareholders. The authority granted at the AGM of the Company on 28 May 2024 under section 551 of the Act to allot relevant securities is due to expire at the conclusion of this year's AGM. Accordingly, this Resolution seeks to grant a new authority to authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company and will expire at the conclusion of the next AGM of the Company in 2026 or, if earlier, the close of business on 1 July 2026.

If passed, the authority granted by the passing of this Resolution will be limited to an aggregate nominal value of £995,229 of Ordinary Shares which represents approximately one third of the ordinary share capital in issue as at the date immediately prior to the date of this Notice. If renewed, the authority will, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this Resolution or, if earlier, on 1 July 2026.

Resolution 8 – Disapplication of pre-emption rights

Under section 561(l) of the Act, if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing Shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing Shareholders. This cannot be done under the Act unless the Shareholders have first waived their pre-emption rights.

In 2022, the Pre-Emption Group (which represents the Investment Association and the Pension and Lifetime Savings Association) published a revised statement of principles for the disapplication of pre-emption rights (the "Principles"). The Principles relate to issues of equity securities for cash other than on a pre-emptive basis (i.e. other than pro rata to existing Shareholders) by certain UK listed companies; whilst the Principles are not directly applicable to companies whose shares are admitted to trading on AIM, such companies are nevertheless encouraged to adopt the Principles.

The Principles provide that a general authority for the disapplication of pre-emption rights over approximately 10 per cent of the Company's issued ordinary share capital should be treated as routine.

Other than in connection with a pre-emptive offer concerning equity securities, and subject to the passing of Resolution 7, this Resolution seeks to replace the authority conferred on the Directors at the AGM of the Company on 28 May 2024 to allot Ordinary Shares, or grant rights to subscribe for, or convert securities into, Ordinary Shares or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) without application of pre-emption rights. The authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of £298,569, which is equivalent to approximately 10 per cent of the Company's issued ordinary share capital as at the date immediately prior to the date of this Notice.

This Resolution will be proposed as a Special Resolution. If renewed, the authority will, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next AGM of the Company in 2026 or, if earlier, the close of business on 1 July 2026. The Directors intend to renew this authority annually and, if the Company makes a non-pre-emptive issue of Ordinary Shares for cash using the power conferred by this Resolution, the Directors confirm that the Company will comply with the shareholder protections and approach to any follow-on offers as set out in paragraphs 1 and 3, respectively, of Part 2B of the Principles regarding how any such issue should be carried out. Among other things, the Directors of the Company will give due consideration to the possibility of giving retail investors and other existing investors who are not allocated Ordinary Shares an opportunity to subscribe for Ordinary Shares at a similar price.

Resolution 9 – Company's authority to purchase its own Ordinary Shares

In certain circumstances it may be advantageous for the Company to purchase its own shares and this Resolution seeks the authority from Shareholders to do so. It is proposed that the Company be authorised to make market purchases up to an aggregate of 29,856,872 Ordinary Shares, representing approximately 10 per cent of the Company's issued ordinary share capital as at the date immediately prior to the date of this Notice.

The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares.

This Resolution provides the flexibility to allow the Company to purchase its own shares in the future and is intended to allow your Board to take advantage of opportunities that may arise to increase Shareholder value. The Directors will exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will be likely to promote the success of the Company for the benefit of its members as a whole. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in the market under this authority may be either cancelled or, pursuant to the Act and the authority conferred by this Resolution, held as treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

Shares held in treasury allow the Company to quickly and cost-effectively reissue shares and also gives the Company the opportunity to satisfy employee share scheme awards. The total number of options to subscribe for Ordinary Shares that were outstanding at the date immediately prior to the date of this Notice was 1,254,563. The proportion of issued share capital that they represent at this time is 0.4 per cent and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 0.5 per cent.

The authority given under this Resolution will, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next AGM of the Company in 2026, or, if earlier, the close of business on 1 July 2026. It is the present intention of the Directors to seek renewal of this authority annually.

Resolution 10 – Amendment of the Company's articles of association

It is proposed in this Resolution to adopt new articles of association in order to update the Company's existing articles of association, which were adopted in 2021.

The only change introduced in the new articles is to include an article which deals with the consequences of non-compliance with a notice served by the Company under section 793 of the Act. Whilst article 48 of the Company's existing articles of association does deal with non-compliance with the disclosure obligations set out in Rule 5 of the Disclosure Guidance and Transparency Rules, the inclusion of an article specifically dealing with section 793 notices is common among listed companies and creates a method of recourse for the Company not predicated on non-compliance with a disclosure regime that is subject to change.

A copy of the new articles of association (highlighting the proposed changes) will be available to view on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of this Notice and on the Company's website at www.bigtechnologies.co.uk. The new articles of association (and a version highlighting the proposed changes) will also be on display at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Resolution 11 – General meetings

This Resolution seeks to allow the Directors of the Company to call general meetings of the Company, other than annual general meetings, on not less than 14 clear days' notice in writing, in accordance with article 18 of the Company's articles of association. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The authority will expire at the conclusion of the next AGM of the Company in 2026.

