

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred your ordinary shares of £1.00 each in the share capital of Pinewood Technologies Group PLC (the “**Company**”) please forward this document at once 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.



(a company incorporated in England & Wales with registered number 02304195)

Directors

Ian Francis Filby (Non-Executive Chairman)
William Berman (Chief Executive Officer)
Oliver Mann (Chief Financial Officer)
Dietmar Exler (Senior Independent Director)
Nicola Karen Flanders (Non-Executive Director)
Brian Michael Small (Non-Executive Director)
Jemima Bird (Non-Executive Director)
Chris Holzshu (Non-Executive Director)
George Hines (Non-Executive Director)

Registered and head office:

2960 Trident Court
Solihull Parkway
Birmingham Business Park
Birmingham
B37 7YN

3 June 2024

To Shareholders, and, for information only, to holders of options under the Company's share option schemes.

Dear Shareholder

ANNUAL GENERAL MEETING 2024

This notice gives details of the business to be transacted at the 2024 annual general meeting of the Company (the “**AGM**” or “**Annual General Meeting**”).

This year's AGM will be held on 26 June 2024 at 10.30 a.m. at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF. The formal notice of the meeting (the "**Notice**") is contained on pages 9 to 12 of this document.

Proxy voting

Your voting participation is important to us and I would encourage you to exercise your right to vote on the resolutions proposed at the AGM by submitting a proxy vote in advance of the AGM.

A hard copy form of proxy for the AGM does not accompany this Notice. Instead, if you would like to vote on the resolutions you can:

- a. submit a proxy vote online at <https://www.mypinewoodshares.com/welcome> using the Investor Code and following the instructions so as to be received not later than 10.30 a.m. on 24 June 2024 (or, in the case of an adjournment, not less than 48 hours, ignoring any part of a day that is not a working day, before the time fixed for the holding of the adjourned meeting). You will need to log into your online account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate and is available from our registrar, Link Group. Alternatively, it can be found on the letter or email that notified you of the AGM. Once logged on, you can click on the 'Vote Online Now' button to vote.
- b. download and use LinkVote+, a free app for smartphone and tablet provided by Link Group, the Company's registrar. It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store	GooglePlay
	

- c. if you are an institutional investor, 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 10.30 a.m. on 24 June 2024 (or, in the case of an adjournment, not less than 48 hours, ignoring any part of a day that is not a working day, before the time fixed for the holding of the adjourned meeting) in order to be considered valid. 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.

- d. in the case of CREST members only, complete a CREST Proxy Instruction as set out in the notes to the Notice on pages 14 and 15 of this document. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be lodged by 10.30 a.m. on 24 June 2024 (or, in the case of an adjournment, not less than 48 hours, ignoring any part of a day that is not a working day, before the time fixed for the holding of the adjourned meeting) in order to be considered valid.
- e. submit a hard copy form of proxy. You may request a hard copy form of proxy directly from the registrars, Link Group by calling 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. Lines are open between 9.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk. Hard copy proxy forms must be returned to the Company's registrars at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

The completion and return of a Form of Proxy, registration of an online proxy appointment, appointment of a proxy via Proxymity or completion and transmission of a CREST proxy instruction does not prevent you from attending the AGM and voting in person should you so wish.

I summarise below the proposed business to be transacted at the AGM.

Resolutions 1 to 14 (inclusive) as set out in the Notice deal with the business of the AGM to be passed by way of ordinary resolution of the shareholders. An ordinary resolution will be passed if more than 50 per cent. of the votes cast are in favour of it.

Resolution 1 Annual report and accounts

The directors are required by the Companies Act 2006 (the “**Act**”) to present to the shareholders of the Company at a general meeting the reports of the directors (including the strategic report) and auditors and the audited accounts of the Company for the thirteen month period ended 31 January 2024. The report of the directors and the audited accounts have been approved by the board of directors of the Company (the “**Board**”) and the report of the auditors has been approved by the auditors. A copy of each of these documents may be found in the 2024 annual report and accounts (the “**Annual Report and Accounts**”), starting at page 65.

Resolution 2 Directors' remuneration report

The Act requires the Company to seek shareholder approval at its AGM of the directors' remuneration report (including the annual statement from the Chair of the Remuneration Committee). The directors' remuneration report is included in the Annual Report and Accounts, starting at page 51, and details payments made to directors during the thirteen month period ended 31 January 2024. Voting on this resolution is advisory only, which means that, by voting for the resolution, shareholders indicate their approval of the report. However, should the resolution not be carried, shareholders cannot require the Company or the Board to change or reverse decisions the Board has already made and implemented as regards directors' remuneration during that period.

The directors' remuneration policy (which is separate from the directors' remuneration report) was last approved by shareholders at the annual general meeting of the Company held in 2023. The directors' remuneration policy does not require annual shareholder approval, rather it is a requirement that there is a binding shareholder vote on the directors' remuneration policy at least once every three years or sooner in the case of amendments or revisions. Immediately following the close of the AGM, a general meeting of the Company will be held at which the shareholders will be asked to consider and, if thought fit, approve a revised directors' remuneration policy. Notice of that meeting and details of the revised directors' remuneration policy are included as a separate document alongside this document. If you have not received that document please contact our registrars, Link Group by calling 0371 664 0391.

Resolutions 3 to 11 (inclusive) Proposals to re-appoint or re-elect directors

Resolutions 3 to 11 (inclusive) as set out in the Notice deal with the re-appointment or re-election of the directors in accordance with the provisions of the UK Corporate Governance Code (the "**Code**") and the Company's articles of association. The Code requires that all directors should be subject to annual re-election. The Board is satisfied that each of the directors proposed for appointment or re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable them to discharge the duties and responsibilities of a director effectively. The specific reasons as to why each directors' contribution is, and continues to be important to the Company's long-term success is set out in the brief biographical details of all directors, which appear in Appendix 1 to this document and pages 42 and 43 of the Annual Report and Accounts.

Resolutions 12 and 13 Appointment and remuneration of auditor

The Act requires that the auditor be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. Requirements as to audit firm rotation mean that the current auditor, KPMG LLP ("**KPMG**"), cannot be reappointed after 2023. Consequently, the thirteen month period ended 31 January 2024 will be the final period in which KPMG will act as the Company's auditor. Following the conclusion of a competitive tender process it was announced in the Annual Report and Accounts that it was the Audit Committee's intention to recommend that RSM UK Audit LLP be appointed as the Company's auditor for the 11 month period ended 31 December 2024 onwards. Accordingly, Resolution 12 as set out in the Notice seeks shareholder approval for the appointment of RSM UK Audit LLP as the Company's auditor.

As resigning auditor, KPMG has provided the Company with a 'statement of reasons connected with ceasing to hold office as Auditors', as required by the Act. A copy of the statement is set out in Appendix 2 to this document.

Resolution 13 as set out in the Notice gives the directors the authority to determine the remuneration of the auditor for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditor for the next financial year will be disclosed in the next audited accounts of the Company. In accordance with the rules on statutory audit services for large companies, the fee for the audit work will be agreed between the Audit Committee and the auditor.

Resolution 14 Authority to allot shares

The Act provides that the directors may only allot shares or grant rights to subscribe for or to convert any security into shares if authorised by shareholders to do so. Resolution 14 as set out in the Notice will, if passed, authorise the directors to allot shares up to a maximum nominal

amount equal to £58,077,080. This represents an amount which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at 31 May 2024 (being the latest practicable date prior to publication of the Notice).

As provided in paragraph (a) of the resolution, up to half of this authority (equal to one-third of the issued ordinary share capital of the Company) will enable the directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. Paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third of the issued ordinary share capital of the Company) may only be used in connection with a rights issue, open offer or other pre-emptive offer in favour of ordinary shareholders. This is in line with the latest share capital management guidelines issued by the Investment Association.

The authority will expire at the earlier of the date that is fifteen months after the date of the passing of the resolution and the conclusion of the next annual general meeting of the Company (but without prejudice to the continuing authority of the directors to allot shares or grant rights pursuant to an offer or agreement made or entered into by the Company before the expiry of the authority).

Passing this resolution will ensure that the directors continue to have the maximum flexibility permitted by the institutional guidelines issued by the Investment Association in order to respond to market developments. The directors confirm that there are no current plans to issue new shares except in connection with employee share schemes (including directors' long term incentive plans).

As at 31 May 2024, the Company had 87,115,622 ordinary shares of £1.00 each in issue. The Company does not at present hold any shares in treasury.

Resolutions 15 to 18 (inclusive) as set out in the Notice deal with the business of the AGM to be passed by way of special resolution of the shareholders. A special resolution will be passed if not less than 75 per cent. of the votes cast are in favour of it.

Resolutions 15 and 16 General and additional authority for disapplication of pre-emption rights

The Act requires that, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their existing shareholdings.

Under Resolution 15 as set out in the Notice, it is proposed that the directors be authorised to allot shares or other equity securities, and/or sell treasury shares, for cash, free from the rights of pre-emption provided for by the Act. This authority is limited to allotments of equity securities up to an aggregate nominal value of £8,711,562, and to allotments in connection with a pre-emptive offer, where the directors may deem it necessary or appropriate to allot shares on a non-pre-emptive basis to deal with certain legal, regulatory or practical difficulties. This disapplication is in line with institutional shareholder guidance and, in particular, with the Pre-Emption Group Principles, which allow an annual disapplication of pre-emption rights on up to 10 per cent. of the issued share capital, with a further disapplication for up to 2 per cent. to be used only for the purposes of a follow-on offer (of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Principles).

Under Resolution 16 as set out in the Notice, it is proposed that the directors be authorised to allot shares or other equity securities, and/or sell treasury shares, for cash, free from the rights of pre-emption provided for by the Companies Act up to an aggregate nominal value of £8,711,562

in respect of an additional 10 per cent. of the Company's issued share capital (as at 31 May 2024, being the latest practicable date prior to publication of this Notice, and excluding shares held in treasury). This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-Emption Group Principles (or refinancing any such acquisition or investment within twelve months after the original transaction). In accordance with the Pre-Emption Group Principles, the directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue (with a further authority for no more than 2 per cent. to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Principles).

If passed, the authorities in Resolution 15 as set out in the Notice and Resolution 16 as set out in the Notice will expire at the same time as the authority to allot shares given pursuant to Resolution 14.

Resolution 17 Authority to purchase own shares

If passed, Resolution 17 as set out in the Notice will grant the Company authority to make market purchases of up to 10 per cent. of the Company's total issued ordinary share capital as at 31 May 2024 (being the latest practicable date prior to publication of this Notice). The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of its nominal value per ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 5 per cent. above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. This authority will only be exercised if market conditions make it advantageous to do so.

Any shares which are bought back may be either cancelled immediately or held in treasury. The effect of any cancellation would be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends). The directors will only make purchases under this authority if they believe that to do so would be in the best interests of shareholders generally and would generally be expected to result in an increase in earnings per share.

As at 31 May 2024 (being the latest practicable date prior to the publication of the Notice), there were no options outstanding.

Resolution 18 Notice period for general meetings other than annual general meetings

The Act requires that the Company must give at least 21 clear days' notice of any general meeting, but it is permitted to call meetings other than the annual general meeting on at least 14 clear days' notice if it obtains annual shareholder approval. The Company must also offer, for any meeting held on fewer than 21 clear days' notice, a facility to vote by electronic means that is accessible to all members. The directors do not intend to call a meeting on fewer than 21 clear days' notice as a matter of routine unless they consider the purpose of the meeting merits this flexibility and it is considered to be in the interests of the shareholders generally.

Recommendation

The directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as the directors intend to do in respect of their own beneficial holdings.

Yours sincerely

Ian Filby
Non-executive Chairman

Inspection of documents

The following documents will be available for inspection at the registered office of the Company during normal business hours on Monday to Friday up to and including the date of the AGM, and will also be available at the place of the AGM (if different) for at least 15 minutes before, and during, the meeting:

- Copies of the executive directors' service contracts
- Copies of the letters of appointment of the non-executive directors
- Copies of the deeds of indemnity provided by the Company to directors

If you have any questions relating to these documents or the AGM in general, the questions should be submitted to the Company Secretary or via email at AGM2024@pinewoodtech.com.

PINEWOOD TECHNOLOGIES GROUP PLC
(Incorporated in England with Registered No. 2304195)

Notice is hereby given that the Annual General Meeting of Pinewood Technologies Group PLC (the “**Company**”) will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF on 26 June 2024 at 10.30 a.m. for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the annual accounts of the Company for the thirteen month period ended 31 January 2024, together with the directors’ report and the auditors’ report on those accounts and on the auditable part of the directors’ remuneration report (the “**Annual Report and Accounts**”).
2. To approve the directors’ remuneration report for the thirteen month period ended 31 January 2024, as set out on pages 51 to 61 of the Annual Report and Accounts.
3. To re-elect Mr I Filby as a director.
4. To re-elect Mr W Berman as a director.
5. To re-appoint Mr O Mann as a director.
6. To re-elect Mr B M Small as a director.
7. To re-elect Ms N K Flanders as a director.
8. To re-elect Mr D Exler as a director.
9. To re-elect Ms J Bird as a director.
10. To re-appoint Mr C Holzshu as a director.
11. To re-appoint Mr G Hines as a director.
12. To appoint RSM UK Audit LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid.
13. To authorise the directors to determine the remuneration of the auditor.
14. To authorise the directors generally and unconditionally, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the 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 an aggregate nominal amount of £58,077,080 comprising:
 - (a) an aggregate nominal amount of £29,038,540 (whether in connection with the same offer or issue as under paragraph (b) below or otherwise); and

(b) an aggregate nominal amount of £29,038,540 in the form of equity securities (within the meaning of section 560(1) of the Act) in connection with an offer by way of a rights issue, open offer or other pre-emptive offer, open for acceptance for a period fixed by the directors,

- (i) to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to their existing shareholding; and
- (ii) to holders of other equity securities (other than the Company) as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

subject to such limits, restrictions, exclusions or other arrangements as the directors may deem necessary, appropriate or expedient to deal with fractional entitlements, record dates, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

such authority to expire (unless renewed, varied or revoked by the Company in general meeting) fifteen months after the date this resolution is passed, or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if such authority had not expired.

Special Resolutions

To consider, and if thought fit, to pass the following resolutions, which will be proposed as special resolutions:

15. That, if Resolution 14 is passed, the directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares in connection with an offer by way of a rights issue, open offer or other pre-emptive offer, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such limits, restrictions, exclusions or other arrangements as the directors may deem necessary, appropriate or expedient to deal with fractional entitlements, record dates, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) to the allotment of equity securities and/or sale of treasury shares, otherwise than pursuant to paragraph (a) above, up to a nominal amount of £8,711,562; and
- (c) to the allotment of equity securities and/or sale of treasury shares, otherwise than pursuant to paragraphs (a) or (b) above, up to a nominal amount equal to 20 per cent.

of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire (unless renewed, varied or revoked by the Company in general meeting) fifteen months after the date this resolution is passed, or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That, if Resolution 14 is passed, the directors be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities and/or sale of treasury shares up to a nominal value of £8,711,562, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

(b) limited to the allotment of equity securities and/or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire (unless renewed, varied or revoked by the Company in general meeting) fifteen months after the date this resolution is passed, or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025 such authority to expire (unless renewed, varied or revoked by the Company in general meeting) fifteen months after the date this resolution is passed, or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. That the Company be and is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares of £1.00 each provided that:

- (a) it purchases no more than 8,711,562 ordinary shares of £1.00 each;
- (b) the minimum price which may be paid for an ordinary share is the nominal value of such ordinary share; and
- (c) it pays a price per ordinary share that is not more (excluding expenses) per ordinary share than the higher of (i) 5 per cent. above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out,

such authority to expire fifteen months after the date this resolution is passed or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025, except that the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

18. To authorise the directors to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

By order of the Directors
O D Mann
Company Secretary

3 June 2024

2960 Trident Court
Solihull Parkway
Birmingham Business Park
Birmingham
B37 7YN

Notes

1. A shareholder who is an individual is entitled to attend, speak and vote at the meeting or to appoint one or more other persons as his proxy to exercise all or any of his rights on his behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the paragraphs below. A shareholder that is a Company can appoint one or more corporate representatives (such as a director or employee of the Company) whose attendance at the meeting is treated as if the Company were attending in person, or it can appoint one or more persons as its proxy to exercise all or any of its rights on its behalf. In each case, a person attending the meeting will need to provide the Company or its registrars, Link Group, with evidence of their identity and, if applicable, their appointment as a proxy or corporate representative with authority to vote on behalf of a shareholder.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting 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.
3. To appoint a proxy or proxies shareholders can:
 - a. vote electronically by logging on to <https://www.mypinewoodshares.com> using the Investor Code and following the instructions ("**Electronic Filing**"). Your Investor Code is detailed on your share certificate and is available from the registrar, Link Group. Alternatively, it can be found on the letter or email that notified you of the Annual General Meeting;
 - b. download and use LinkVote+, a free app for smartphone and tablet provided by Link Group, the Company's registrar. It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store	GooglePlay
	

- c. 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 Company's Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.30 a.m. on 24 June 2024 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 (ignoring any part of a day that is not a working day). 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.
- d. in the case of CREST members only, complete a CREST Proxy Instruction (as set out in paragraph 14 below).
- e. complete a hard copy form of proxy (as set out in paragraph 4 below) and return it to the Company's registrar, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

in each case to be received by the registrars, Link Group, no later than 10.30 a.m. on 24 June 2024.

4. You may request a hard copy form of proxy directly from the Company's registrar, Link Group, by calling 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. Lines are open between 09.00 a.m. – 17.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. Specifying a number of shares in excess of those held by the member will result in the proxy appointment being invalid.
6. If you return more than one proxy appointment in respect of the same share, either by paper or electronic communication (Electronic Filing, via Proxymity or CREST Proxy Instruction), 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.
7. The return of a completed form of proxy, Electronic Filing, appointing a proxy via Proxymity or any CREST Proxy Instruction (as described in paragraph 14 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
8. 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).
9. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
10. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 to 8 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
11. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders included in the register of members of the Company at close of business on 24 June 2024 or, if the meeting is adjourned, in the register of members at close of business on the day which is two days before the day of any adjourned meeting, excluding any part of a day which is not a working day, will be entitled to attend and to vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after close of business on 24 June 2024, or, if the meeting is adjourned, in the register of members at close of business on the day which is two days before the day of any adjourned meeting, excluding any part of a day which is not a working day, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
12. As at 9.00 a.m. on 31 May 2024, the Company's issued share capital comprised 87,115,622 ordinary shares of £1.00 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 9.00 a.m. on 31 May 2024 was 87,115,622.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available via 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.

14. 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 Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Company's agent (ID RA10), by the latest time for receipt of proxy appointments set out in paragraph 3 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 Company'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.
15. 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 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 any 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.
16. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
17. Any member attending the meeting has the right to ask questions in person at the meeting or by email prior to the meeting at AGM2024@pinewoodtech.com. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.
18. You may not use any electronic address provided in this Notice, or any related documents including the proxy form to communicate with the Company for any purposes other than those expressly stated.
19. A copy of this Notice, and other information required by section 311A of the Act, can be found at <https://investor.pinewoodtech.com>.

Appendix 1 - Director Biographies

<p>Ian Filby - Non-executive Chairman (N*) Ian joined the Company on 01 November 2021 as non-executive chairman, following a 40 year career in retail, a large proportion of which was spent with Alliance Boots. In his last executive role, Ian was the chief executive officer of furniture retailer DFS, which significantly increased its market leadership in both online and in physical stores during his tenure; Ian's extensive executive experience enables him to provide effective leadership of Pinewood's Board and advise in relation to the Company's future strategy</p>	<p>Dietmar Exler - Non-executive Director (SID) (A) (N) (R) Dietmar joined the Company on 20 April 2020, following an extensive executive career including experience in the automotive sector, banking and sports management. Dietmar currently serves as Chief Operating Officer of AMB Sports & Entertainment. Prior to that, he held the position of President and Chief Executive Officer of Mercedes-Benz USA and Head of Region, NAFTA Mercedes-Benz. His previous automotive sector specific executive experience, enables Dietmar to contribute the industry perspective in relation to the deployment of dealer management systems and is of significant value to the Board. Dietmar was appointed SID on 24 February 2021</p>
<p>Bill Berman - Chief Executive Officer Bill joined the Company on 18 April 2019 as a non-executive director, and became Chief Executive Officer on 19 February 2020. Formerly the President and Chief Operating Officer of AutoNation, the largest automotive retailer in America, Bill has executive experience in the effective deployment of automotive technology management systems, enabling him to provide effective leadership of Pinewood's Board and advise in relation to the Company's future strategy</p>	<p>Jemima Bird - Non-executive Director (A)(N)(R*) Jemima joined the Company on 10 July 2023. Jemima is the founder of Hello Finch Limited, a strategic brand and marketing consultancy alongside being a Non-Executive Director and chair of the Remuneration Committee for both Headlam Group PLC and Revolution Bars PLC, where she is also the Senior Independent Director. Jemima brings three decades of retail experience across multiple consumer sectors including food, fashion and leisure</p>
<p>Ollie Mann - Chief Financial Officer Ollie joined the company in December 2005. He previously worked at Deloitte, where he qualified as a chartered accountant. He has held a number of senior finance roles across the then wider organisation including Group Financial Controller and Director of Group Finance. Ollie had a key role in the disposal of the UK Motor and Leasing divisions of the Company to Lithia Motors, Inc. Ollie's accounting, financial and investor relations experience adds significant value to the Board</p>	<p>Chris Holzshu - Director Chris joined the Pinewood board on 31 January 2024 and currently serves as Executive Vice President and Chief Operations Officer for Lithia & Driveway (LAD). Since joining LAD in 2003, the organisation has experienced tremendous growth under his leadership, now exceeding USD \$35 billion in revenue and #145 on the Fortune 500. LAD is the number one automotive retailer in North America, with continued expansion expected across the United States, Canada and Western Europe. Over the past two decades, Chris' leadership experience at LAD also includes serving as a Chief Financial Officer and Chief People Officer which position him to bring a unique operational and change management perspective to the Pinewood Board</p>
<p>Brian Small - Non-executive Director (A*) (N) (R) (F) Brian joined the Company on 10 December 2019, following an extensive executive career in the retail sector, where most recently he held the position of Chief Finance Officer at JD Sports Fashion Plc between 2004 and 2018. Brian is also a non-executive director and chairman of the Audit Committee at online retailer, Boohoo.com, and a non-executive director and chairman of the Audit Committee of Mothercare Plc. Brian qualified as a chartered accountant with Price Waterhouse in 1981, and with industry experience across a range of retailers, he brings additional financial and strategic perspectives to the Board</p>	<p>George Hines - Director George joined the Pinewood board on 31 January 2024, and brings 30 years of software product development and digital transformation leadership in retail, eCommerce, hospitality and live event marketing to our Board. George currently serves as the Chief Innovation & Technology Officer for Lithia & Driveway (LAD). In his role, he drives digital innovation, technology strategy and execution for LAD's 500+ automotive retail stores, eCommerce channel and automotive finance company. Additionally, he brings a focus on human-centered design from customer and employee experience transformations. George's international work experience in South America and Europe will provide a global perspective on leveraging auto retail technology platforms for the Pinewood Board</p>
<p>Nikki Flanders - Non-executive Director (A) (N) (R) Nikki joined the Company on 01 April 2020 and has over 25 years in-depth retail experience, from physical to online, leading on growth and transformation strategies across multiple goods and services categories, including digital services, energy and telco products. She is currently the Managing Director of the Customer division (UK and Ireland) at SSE plc. Her previous roles include that of Chief Operating Officer at Drax plc, Managing Director for Digital at Telefonica Plc and other senior leadership roles within Centrica Plc, Marks and Spencer plc and WH Smith plc. Nikki is widely recognised as a leading advocate for Diversity & Inclusion and in conjunction with her career experience brings deep commercial, customer and people leadership experience with valuable insights.</p>	

More detailed professional biographies of the directors are on the Company website: <https://investor.pinewoodtech.com>

Key to memberships, roles and re-election status

* Committee chairman

(SID) Senior Independent Director

(A) Audit Committee

(N) Nomination Committee

(R) Remuneration Committee

(F) Audit committee member with recent and relevant financial experience

In accordance with the UK Corporate Governance Code, all directors are subject to annual re-election or re-appointment, in the case of newly appointed directors

Appendix 2 -KPMG LLP letter



KPMG LLP
Audit
15 Canada Square
London E14 5GL
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311

Private & confidential
Pinewood Technologies Group Plc
2 Oakwood Court
Nottingham
NG15 0DR

Our ref **AR-2448**

Contact **Craig Parkin**
craig.parkin@kpmg.co.uk

23 May 2024

Dear Sir/Madam,

Statement to Pinewood Technologies Group Plc (no. 02304195) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason for ceasing to hold office was the result of a competitive tender for the audit, in which we were not invited to participate due to upcoming mandatory auditor rotation requirements.

Yours faithfully

KPMG LLP
Audit registration number: 9188307
Audit registration address:
15 Canada Square
Canary Wharf, London E14 5GL

KPMG LLP, a UK limited liability partnership and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Reference - AR-2448

Registered in England No OC301540
Registered office: 15 Canada Square, London, E14 5GL
For full details of our professional regulation please refer to 'Regulatory Information' under 'About' at www.kpmg.com/uk

Document Classification - KPMG Highly Confidential

