

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBTS AS TO THE ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UNITED KINGDOM OR IF NOT, FROM ANOTHER APPROPRIATELY AUTHORISED FINANCIAL ADVISER.

If you have recently sold or transferred all of your shares in Curtis Banks Group plc (“**Curtis Banks**” or “**Company**”) or will have sold or transferred all of your shares prior to the Company’s annual general meeting (“**AGM**”), to be held on 20 June 2023 at 10.00 a.m. please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares. If you have sold only part of your holding, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. Such documents should not however be forward or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

Curtis Banks Group plc

(Incorporated and registered in England and Wales with registered No. 07934492)

Notice of Annual General Meeting

Notice of an Annual General Meeting of Curtis Banks to be held at 10.00am on 20th June 2023 at 65 Gresham St, London EC2V 7NQ is set out on pages 6 to 10 of this document. **Whether or not you plan to attend the Annual General Meeting, please complete the enclosed Form of Proxy. To be valid, the accompanying Form of Proxy for use at the Annual General Meeting should be completed, signed and returned in accordance with the instructions thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by not later than 10.00am on 18th June 2023. The completion and return of a Form of Proxy will not prevent you from attending, speaking and voting at the Annual General Meeting in person should you wish to do so. Copies of this document, which is dated 24 May 2023, will be available free of charge to the public during normal working hours on any weekday (except Saturdays, Sundays and public holidays) from the registered office of the Company.**

LETTER FROM THE CHAIRMAN OF CURTIS BANKS GROUP PLC

CURTIS BANKS GROUP PLC

(Incorporated and registered in England and Wales with registered No. 07934492)

Directors:

Mr David Barral, Non-Executive Chairman
Mr Peter Docherty, Interim Chief Executive Officer
Mr Dan Cowland, Chief Financial Officer
Mr Alastair Clarkson, Non-Executive Director
Mrs Susan McInnes, Non-Executive Director
Mr Bill Rattray, Non-Executive Director
Mr Christopher Mills, Non-Executive Director

Registered office:

3 Temple Quay
Temple Back East
Bristol
BS1 6DZ

24th May 2023

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction

I am pleased to be writing to you with details of our eighth Annual General Meeting (“AGM”), which we are holding at 65 Gresham St, London EC2V 7NQ on Tuesday 20th June 2023 at 10.00 a.m. The formal notice of the AGM (“Notice”) is set out on pages 6 to 10 of this document. The purpose of this letter is to provide shareholders of the Company (“Shareholders”) with details of, the background to, and reasons for, the resolutions to be proposed at the AGM, to explain why the directors of the Company believe that the passing of the resolutions is in the best interests of the Company and its Shareholders as a whole, and to recommend that Shareholders vote in favour of the resolutions. If you would like to vote on the resolutions to be proposed at the AGM but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it to the Company’s Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, not later than 10.00 a.m. on 18 June 2023.

2. Business to be transacted at the AGM

Details of the resolutions to be proposed at the AGM are set out below. Resolutions 1 to 12 are to be proposed as ordinary resolutions and Resolutions 13 to 14 are to be proposed as special resolutions. Resolution 2 to be proposed as an advisory only resolution.

Resolution 1 (ordinary resolution): annual report and accounts

In accordance with the requirements of section 437 of the Companies Act 2006 (“Companies Act”), the Company will lay before the AGM the annual report and accounts of the Company in respect of the year ended 31 December 2022, together with the strategic report and the reports of the Directors and auditors of the Company. Shareholders will have the opportunity to put questions on the annual report and accounts of the Company to the Directors before the resolution to receive and adopt the annual report and accounts is proposed to the AGM.

Resolution 2 (advisory resolution): directors remuneration

Shareholders will have the opportunity to cast an advisory vote on the Directors’ remuneration for the year ended 31 December 2022. The annual report on Directors’ remuneration is included in the Annual report and accounts, starting at page 32 to 34 and details. Voting on this resolution is advisory only, which means that by voting for the resolution Shareholders indicate their approval of the report. Although the resolution is advisory and the directors’ entitlement to remuneration is not conditional on the resolution being passed, the Company is asking Shareholders to vote to engage Shareholders in remuneration process. This is part of the Company’s strategy to enhance its corporate governance procedures and shareholder engagement.

Resolutions 3 to 9 (ordinary resolutions): re-appointment of Directors

Resolutions 3 to 9 deal with the re-appointment of directors. The Company’s articles of association require that any director appointed during the year retires and seeks re-appointment by the shareholders of the Company at the next AGM following his or her appointment. In accordance with the requirements

set out by the UK Corporate Governance Code (“Code”) which the Company is not subject to but chooses to follow certain provisions of as best practice, the Company requires all directors to retire and seek re-election annually.

Brief biographical details of the directors seeking re-election are included in the annual report of the Company at pages 21 to 22.

Resolutions 10 and 11 (ordinary resolutions): re-appointment of auditors

Shareholders will be asked to confirm the re-appointment of PricewaterhouseCoopers LLP as the Company’s auditors to hold office until the conclusion of next year’s annual general meeting and to grant authority to the Directors to determine the auditors’ remuneration.

Resolution 12 (ordinary resolution): grant of authority to the Directors to allot ordinary shares in the capital of the Company (“Ordinary Shares”)

Subject to a number of limited exceptions, the Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by the Shareholders. The authority granted to the Directors to allot Ordinary Shares by resolution of the Shareholders passed at the Company’s previous annual general meeting on 26 May 2022 will expire following the conclusion of the AGM. Accordingly, the authority in Resolution 12 will allow the Directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, up to a nominal amount of £111,465.52 (representing 22,293,104 Ordinary Shares), which would constitute approximately one-third of the Company’s issued ordinary share capital as at 23 May 2023 (being the latest practicable date prior to publication of this notice). The authority in Resolution 12 comprises a general authority to allot shares up to a further nominal amount of £111,465.52 (representing 22,293,104 Ordinary Shares) which would constitute approximately two thirds of the Company’s issued ordinary capital, in connection with a rights issue. The authority in Resolution 12 remains subject to the pre-emption provisions set out in section 561 of the Companies Act, save to the extent that they are disapplied by the passing of Resolutions 13 and 14.

Resolutions 13 and 14 (special resolutions): disapplication of statutory pre-emption rights on allotment of Ordinary Shares

If the Directors wish to allot unissued shares or other equity securities for cash, or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act requires that such shares or other equity securities are offered first to existing Shareholders in proportion to their existing holdings. The Directors consider that this requirement creates an unreasonable degree of inflexibility. It is, therefore, proposed that the Directors be granted authority to allot a limited number of equity securities for cash, without first being required to offer such securities to existing Shareholders, by the limited disapplication of section 561 of the Companies Act. The effect of Resolution 13 is: (a) to disapply the provisions of section 561 of the Companies Act entirely in connection with a rights issue and allow the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise; and (b) to disapply the provisions of section 561 of the Companies Act entirely in respect of the allotment of additional equity securities (or the sale of treasury shares) for cash, allowing the Directors to allot equity securities without first offering the securities to existing Shareholders, up to a maximum aggregate nominal value of £16,719.828 (representing 3,343,966 Ordinary Shares), which would constitute approximately five per cent of the issued ordinary share capital of the Company as at 23 May 2023.

The effect of Resolution 14 is to disapply the provisions of section 561 of the Companies Act entirely in respect of the allotment of additional equity securities (or the sale of treasury shares) for cash which is to be used for the purposes of financing (or re-financing) an acquisition or other capital investment which may be made by the Group, allowing the Directors to allot equity securities without first offering the securities to existing Shareholders, up to a maximum aggregate nominal value of £16,719.828 (representing 3,343,966 Ordinary Shares), which would constitute approximately five per cent of the issued ordinary share capital of the Company as at 23 May 2023. This disapplication is in addition to the disapplication provided by Resolution 13. Accordingly, by the passing of Resolutions 12, 13 and 14 (taken together): (a) the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a nominal amount of £16,719.828 (representing 3,343,966 Ordinary Shares) without reference to any pre-emption provisions; (b) the Directors will be authorised to allot further Ordinary Shares (including treasury shares) up to a further nominal amount of £16,719.828 (representing 3,343,966 Ordinary Shares) without reference to any pre-emption provisions in connection with the financing of an acquisition or another capital investment; and (c) additionally, the Directors will be authorised to allot further Ordinary

Shares (including treasury shares) up to a nominal amount of £189,491.38 (representing 37,898,276 Ordinary Shares) having followed the pre-emption provisions contained in Chapter 3 of Part 17 of the Companies Act or, alternatively, on a rights issue as referred to in Paragraph (a) of Resolution 12. This is in line with the current institutional guidelines issued by the Investment Association. The Directors currently intend only to make use of this authority: (a) to issue Ordinary Shares as consideration in connection with any acquisition of companies or businesses which the Company may wish to make; (b) in connection with the offer for subscription or placing with investors of Ordinary Shares in order to raise funds to finance any such acquisitions or otherwise as may be necessary to satisfy the working capital requirements of the Company its subsidiaries ("Group"); and (c) in connection with the grant of share-based payments or options to the Directors of the Company and employees of the Group. The total number of Ordinary Shares in issue as at 23 May 2023 was 66,879,312. The Company does not currently hold any treasury shares.

Action to be taken

Holders of Ordinary Shares will find enclosed with this document a Form of Proxy for use by them at the AGM. Whether or not you are able to attend the AGM, you are requested to complete the enclosed Form of Proxy and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by 10.00 a.m. on 18 June 2023, being 48 hours before the time appointed for holding the AGM, or completed electronically in accordance with the notes to this document.

The completion and return of a Form of Proxy will not prevent you from attending the AGM and voting in person if you subsequently wish to do so.

You may call Computershare Investor Services PLC on 0330 303 5911 if you have any questions about the AGM.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to 0.3% of the issued share capital of the Company.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours faithfully

David Barral
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Curtis Banks Group plc (“Company”) will be held at 65 Gresham St, London EC2V 7NQ on 20 June 2023 at 10.00am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 14 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

2022 Annual Report and Accounts

1. THAT the Company’s annual accounts for the financial year ended 31 December 2022, together with the strategic report and the reports of the directors and auditors of the Company thereon, be received and adopted.

Directors’ Remuneration Report

2. To receive and approve the Directors’ Remuneration Report, which is set out on pages 32 to 34 of the Annual Report and Accounts for the year ended 31 December 2022. The vote is advisory and the Directors’ entitlement to remuneration is not conditional on the resolution being passed.

Re-election of Directors

3. To re-elect David Barral as a Director.
4. To re-elect Christopher Mills as a Director.
5. To re-elect Alastair Clarkson as a Director.
6. To re-elect Susan McInnes as a Director.
7. To re-elect Bill Rattray as a Director.
8. To re-elect Peter Docherty a Director.
9. To re-elect Dan Cowland as a Director.

Appointment of auditors

10. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditors’ remuneration

11. To authorise the Directors to determine the remuneration of the Company’s auditors.

General authority to allot shares

12. THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Companies Act”) to exercise all powers of the Company to:
 - (a) allot Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company up to an aggregate nominal amount £111,465.52 (representing 22,293,104 Ordinary Shares); and
 - (b) allot further Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company up to a further aggregate nominal amount of £111,465.52 (representing 22,293,104 Ordinary Shares) where the equity securities (as defined in the Companies Act) are allotted in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportional (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, provided that this authority shall expire unless renewed, varied or revoked by the Company expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 August 2024 but, in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Special resolutions: Disapplication of pre-emption rights

13. THAT, subject to the passing of Resolution 12, the Directors be authorised in accordance with sections 570 and 573 of the Companies Act to allot equity securities (as defined in the Companies 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 Companies Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities (or sale of treasury shares) for cash in connection with an offer or issue of, or invitation to apply for, equity securities to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits, exclusions or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter (including any matters arising by virtue of equity securities being represented by depositary receipts); and

- (b) to the allotment of equity securities (or sale of treasury shares) (otherwise than under paragraph (a) above) up to a nominal amount of £16,719.83 (representing 3,343,966 Ordinary Shares),

The authority granted by this resolution shall unless renewed, varied or revoked by the Company expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 August 2024 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT, subject to the passing of Resolution 13, the Directors be authorised in accordance with sections 570 and 573 of the Companies Act, in addition to any authority granted under Resolution 12, to allot equity securities (as defined in the Companies 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 Companies Act did not apply to any such allotment or sale, such authority to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £16,719.83 (representing 3,343,966 Ordinary Shares); and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other 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,

The authority granted by this resolution shall expire unless renewed, varied or revoked by the Company at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 August 2024) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board

Gemma Millard
Company secretary

3 Temple Quay, Temple Back East, Bristol, BS1 6DZ
Registered in England and Wales. No 07934492

24 May 2023

Notes to the notice of annual general meeting

NOTES

1. Members are entitled to appoint the chairman of the meeting to exercise all or any of their rights to attend and to speak and, on a poll, vote on their behalf at the meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on 0330 303 5911. As an alternative to completing the hard-copy form of proxy, you can appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter your Shareholder Reference number and PIN, detailed on your proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Computershare Investor Services PLC not less than 48 hours before the time appointed for holding the AGM or adjourned meeting to which it relates.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by scan and email to Computershare Investor Services PLC at ExternalProxyQueries@computershare.co.uk, in each case no later than 10.00 a.m. on 18 June 2023.
3. If you wish to change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
4. 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 Computershare Investor Services PLC to request a new form.
5. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will supersede all previous instructions.
6. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.curtisbanks.co.uk/investors/>
7. To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by close of business on 18 June 2023.
8. 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 by using the procedures described in the CREST manual (euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
9. 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's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Computershare (ID 3RA50) by 10.00 a.m. on 18 June 2023. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations.
10. Copies of the service contracts of the executive directors, non-executive directors' letters of appointment are available for inspection on request from the date of this notice until the conclusion of the meeting.
11. Except as provided above, shareholders who have general queries about the meeting should call our shareholder helpline on 0330 303 5911, lines are open 8:30am - 5pm Monday to Friday.

You may not use any electronic address provided either in this notice; or in any related documents (including the annual report for the year ended 31 December 2022 and proxy form) to communicate with the Company for any purposes other than those expressly stated.
12. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.curtisbanks.co.uk/privacy-information-notice/>

