

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended immediately 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 UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your Ordinary Shares in essensys plc, please send this document 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. However, neither this document nor any accompanying documents should be sent or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws and restrictions of such jurisdiction. Persons into whose possession this document and any accompanying documents should come, should inform themselves about and observe any such laws and restrictions. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

This document should be read in its entirety. Your attention is drawn to the Chairman’s Letter which is set out on pages 7 to 10 (inclusive) of this document and which includes a recommendation from the Directors that you vote in favour of the Resolution to be proposed at the General Meeting.

14 May 2026

essensys plc

(“essensys” or the “Company”)

Re-Registration as a Private Limited Company

Adoption of New Articles

and

Notice of General Meeting

Notice of the General Meeting of the Company to be held at 10.00 a.m. on 1 June 2026 at the offices of the Company at 1 Finsbury Avenue, London, United Kingdom, EC2M 2PF is set out at the end of this document.

In addition to the physical General Meeting, the proceedings of the General Meeting will be broadcast via the Investor Meet Company platform. Shareholders are encouraged to register for the video conference at <https://www.investormeetcompany.com/essensys-plc/register-investor>. The broadcast will not be an interactive forum. Shareholders viewing the meeting via the Investor Meet Company platform are advised to submit proxy votes in advance of the meeting as it will not be possible to submit votes online during the meeting.

A form of proxy for use at the General Meeting has been made available to all Shareholders. Shareholders can return their proxy vote by post to the Company’s registrars, Equiniti Limited, at Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA as soon as possible by no later than 10.00 a.m. on 28 May 2026 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a business day). In the case of CREST members, you can appoint a proxy by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes accompanying the Notice of General Meeting at the end of this Circular. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00 a.m. on 28 May 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions.

Shareholders wishing to attend the meeting in person are asked to notify the Company of their proposed attendance by no later than 10.00 a.m. on 28 May 2026 via email with the subject “essensys plc General Meeting” to company.secretary@essensys.tech to assist in the smooth running of the meeting. Any changes to the General Meeting arrangements contained in this Circular will be announced via RIS and will be available at: <https://essensys.tech/investors/regulatory-news/>.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS⁽¹⁾⁽²⁾

Announcement of proposed Cancellation and notice provided to the London Stock Exchange	11 May 2026
Publication and posting of this document	14 May 2026
Latest time and date for receipt of online proxy votes or completed forms of proxy in respect of the General Meeting	10.00 a.m. on 28 May 2026
Time and date of the General Meeting	10.00 a.m. on 1 June 2026
Expected last day of dealings in the Ordinary Shares on AIM	9 June 2026
Expected time and date of Cancellation	7.00 a.m. on 10 June 2026
Expected date of Re-Registration	Expected by 30 June 2026

Notes:

- (1) All of the times referred to in this document refer to London time, unless otherwise stated.
- (2) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Mark Furness James Lowery	<i>Founder & Non-Executive Director</i> <i>Chief Executive Officer</i>
Company Secretary	Abigail Hill	
Registered Office	1 Finsbury Avenue London EC2M 2PF	
Company Number	Registered in England and Wales Number 11780413	
Nominated Adviser & Broker	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR	
Registrars	Equiniti Limited Highdown House Yeoman Way Worthing West Sussex BN99 6DA	
Legal Advisers to the Company	Osborne Clarke LLP One London Wall London EC2Y 5EB	
Legal Advisers to the Offeror	Reed Smith LLP 1 Blossom Yard London E1 6RS	

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions bear the following meanings:

AIM	AIM, the market operated by the London Stock Exchange;
AIM Rules	the rules for AIM companies as published by the London Stock Exchange from time to time;
Articles	the articles of association of the Company in force and as amended from time to time (including, if adopted at the relevant time, the New Articles);
Business Day	any day which is not a Saturday, Sunday or public holiday on which banks are open for business in the City of London;
Canaccord	Canaccord Genuity Limited, a company incorporated in England and Wales with registered number 01774003 and having its registered office at 88 Wood Street 10th Floor, London, EC2V 7QR, the Company's nominated adviser and broker;
Cancellation	cancellation of the admission to trading on AIM of the Ordinary Shares, in accordance with Rule 41 of the AIM Rules;
Circular or this document	this circular dated 14 May 2026;
Company	essensys plc, a company incorporated in England and Wales with registered number 11780413 and having its registered address at 1 Finsbury Avenue, London, EC2M 2PF;
Company Secretary	the company secretary of the Company;
Companies Act	the Companies Act 2006;
Compulsory Acquisition	after the Offer becomes or is declared unconditional, the compulsory acquisition of the outstanding Ordinary Shares in respect of which the Offer has not been accepted, pursuant to the provisions of sections 974 – 991 of the Companies Act;
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations);
CREST Regulations	the Uncertificated Securities Regulations 2001 (S.I. 2001 No 3755) (as amended), and any applicable rules made thereunder;
Derogation	the waiver from the London Stock Exchange of the requirement under the AIM Rules for the Company to obtain the approval of its shareholders in a general meeting for the cancellation of the admission to trading on AIM of the Ordinary Shares;
Directors or Board	the directors of the Company from time to time;
Disclosure Guidance and Transparency Rules	the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of the Financial Services and Markets Act 2000;
Euroclear	Euroclear UK & International Limited;

FCA	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part 6 of the UK Financial Services and Markets Act 2000;
FSMA	the Financial Services and Markets Act 2000, as amended from time to time;
General Meeting	the general meeting of the Shareholders, notice of which is set out on page 13 at the end of this document;
Issued Share Capital	the issued share capital of the Company on 13 May 2026, being the last Business Day prior to the publication of this document, being 64,856,026 Ordinary Shares;
London Stock Exchange	London Stock Exchange plc;
New Articles	the new articles of association of the Company to be adopted following the passing of the Resolution to be proposed at the General Meeting;
Notice of General Meeting	the notice of the General Meeting, which is set out on page 13 at the end of this document;
Offeror	essensys Bidco Limited, a company incorporated in England and Wales with registered number 17034669 and having its registered office at 1 Blossom Yard, Fourth Floor, London, E1 6RS;
Ordinary Shares	ordinary shares of £0.0025 each in the share capital of the Company;
Panel	the Panel on Takeovers and Mergers;
Proposals	the adoption of the New Articles and Re-registration;
Registrars	Equiniti Limited of Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA;
Regulatory Information Service or RIS	has the meaning given to it in the AIM Rules;
Re-Registration	the re-registration of the Company as a private limited company;
Resolution	the Resolution to be put to the General Meeting as detailed in this Circular and in the Notice of the General Meeting;
Shareholders	holders of Ordinary Shares from time to time;
Takeover Code	the City Code on Takeovers and Mergers;
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland; and
UK MAR	Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse to the extent that it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 (as amended by virtue of the European Union (Withdrawal Agreement) Act 2020).

CHAIRMAN'S LETTER

essensys plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 11780413)

Directors:

Mark Furness *Founder & Non-Executive Director*
James Lowery *Chief Executive Officer*

1 Finsbury Avenue
London
EC2M 2PF

14 May 2026

To all shareholders and for information purposes only, holders of options or subscription rights in the Company.

1. SUMMARY

We refer you to the recommended cash offer by essensys Bidco Limited (the '**Offeror**') made on 9 March 2026 for the entire issued and to be issued ordinary share capital of the Company (other than those Ordinary Shares of the Company held or contracted to be acquired by or on behalf of the Offeror), to be implemented by way of a takeover offer within the meaning of Chapter 3 of Part 28 of the Companies Act (the '**Offer**'). As at 6.00 p.m. on 7 May 2026, valid acceptances of the Offer were received in respect of a total of 39,936,787 Ordinary Shares, representing 97.01 per cent. of the Company's existing issued ordinary share capital, which the Offeror may count towards the satisfaction of the acceptance condition pursuant to the Offer. The Offer therefore became wholly unconditional on 8 May 2026, as the Offeror had, by virtue of its shareholdings and acceptances of the Offer, acquired or agreed to acquire the Ordinary Shares carrying 97.01 per cent. of the voting rights of the Company, being more than 90 per cent. of such voting rights.

On 11 May 2026, following the Offer becoming wholly unconditional, the Company made an application to the London Stock Exchange for the Cancellation in accordance with Rule 41 of the AIM Rules. Under the AIM Rules, the Cancellation can only take place after the expiry of a period of 20 clear Business Days from the date on which notice of the Cancellation is given. It is therefore expected that the Cancellation will occur at 7.00 a.m. on 10 June 2026.

Subject to and conditional on the Cancellation becoming effective, the Company will re-register as a private company and change its name to essensys Group Limited (the '**Re-Registration**') and adopt new articles of association of the Company (the '**New Articles**') in substitution for and to the exclusion of the existing Articles of the Company.

The Company is asking Shareholders to vote in favour of the Proposals at the General Meeting, which has been convened for 10.00 a.m. on 1 June 2026.

The Takeover Code currently applies to the Company and will continue to apply until the Compulsory Acquisition is completed, which is currently expected to take place by 26 June 2026, after which the Takeover Code will cease to apply. For further details, please refer to paragraph 5 below.

The purpose of this document is to provide you with information on the background to and reasons for the Proposals, and explain the consequences of the Proposals. The Notice of the General Meeting is set out on page 13 of this document.

2. BACKGROUND TO AND REASONS FOR THE PROPOSALS

We refer to the offer document circulated to Shareholders on 9 March 2026. As stated therein, after the Offer becomes or is declared unconditional and if the Offeror has, by virtue of its shareholdings and acceptances of the Offer, acquired or agreed to acquire Ordinary Shares carrying 90 per cent. or more of the voting rights of the Company, it is intended that the Offeror shall procure that the Company makes a request to the London Stock Exchange for the cancellation of the admission to trading of the Ordinary Shares on AIM. It is also intended that, following the Offer becoming or being declared unconditional, assuming the cancellation of trading of the Ordinary Shares on AIM becoming effective, the Offeror will

procure that the Company is re-registered as a private limited company under the relevant provisions of the Companies Act.

3. PROCESS FOR, AND PRINCIPAL EFFECTS OF, THE CANCELLATION

On 11 May 2026, following the Offer becoming wholly unconditional, the Company made an application to the London Stock Exchange for the Cancellation in accordance with Rule 41 of the AIM Rules. Under the AIM Rules, the Cancellation can only take place after the expiry of a period of 20 clear Business Days from the date on which notice of the Cancellation is given. It is therefore expected that the Cancellation will occur at 7.00 a.m. on 10 June 2026.

Accordingly, it is expected that the last day of dealings in the Ordinary Shares on AIM will be 9 June 2026 and that the Cancellation will become effective at 7.00 a.m. on 10 June 2026. If the Cancellation becomes effective, Canaccord will cease to be nominated adviser of the Company, and the Company will no longer be required to comply with the AIM Rules. Furthermore, if the Resolution is passed, the Company will be re-registered as a private company under the name essensys Group Limited and the New Articles will come into effect after the Cancellation.

The principal effects of the Cancellation will be that:

- there will be no formal market mechanism enabling the Shareholders to trade the Ordinary Shares, no recognised market or trading facility is intended to be put in place to facilitate the trading of the Ordinary Shares post Cancellation, no price will be publicly quoted for the Ordinary Shares and the transfer of the Ordinary Shares will be subject to the provisions of the Articles;
- while the Ordinary Shares will remain freely transferable, it is likely that the liquidity and marketability of the Ordinary Shares will, in the future, be more constrained than at present and the value of such shares may be adversely affected as a consequence;
- in the absence of a formal market and quote, it may be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the Company will no longer be subject to the UK MAR regulating inside information and other matters;
- the Company will no longer be subject to the AIM Rules and, accordingly, Shareholders will no longer be afforded the protections given by the AIM Rules. In particular, the Company will not be bound to:
 - make any public announcements of material developments, or to announce interim or final results;
 - comply with any of the corporate governance practices applicable to AIM companies;
 - announce substantial transactions and related party transactions;
 - maintain information on the Company's website under AIM Rule 26; or
 - comply with the requirement to seek Shareholder approval for reverse takeovers and fundamental changes in the Company's business;
- the Company will no longer be required to publicly disclose any change in major shareholdings in the Company under the Disclosure Guidance and Transparency Rules;
- Canaccord will cease to be the Company's nominated adviser and the Company will cease to have a broker;
- the Company intends to adopt the New Articles to reflect the change in the Company's status to a private limited company and may also consider making further amendments to the New Articles in due course. Any future articles of association adopted by the Company or the New Articles may not offer the same level of protection for minority shareholders as the current Articles;
- whilst the Company's CREST facility will remain in place immediately following the Cancellation, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST (in which case, Shareholders who hold the Ordinary Shares in CREST will receive share certificates); and
- Following the Cancellation, stamp duty will be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer. In addition, the Cancellation and Re-Registration may have personal tax consequences for Shareholders. The Company is not able to provide Shareholders with any form of tax advice, and Shareholders are strongly advised to seek

their own professional advice in order to ascertain the tax consequences for them of the Cancellation and Registration. Accordingly, any statements relating to tax in this document should not be relied upon by Shareholders, and the Company accepts no liability whatsoever in respect of any tax information provided.

The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them and their Ordinary Shares.

Certain Shareholders may be unwilling or unable to hold Ordinary Shares following the Cancellation and may wish to consider selling their Ordinary Shares in the market prior to the Cancellation becoming effective on 10 June 2026. The Board is however making no recommendation as to whether or not Shareholders should buy, continue to hold or sell the Ordinary Shares.

4. PROCESS FOR, AND PRINCIPAL EFFECTS OF, THE RE-REGISTRATION AND THE ADOPTION OF THE NEW ARTICLES

Following and subject to the Cancellation, it is proposed to re-register the Company as a private limited company.

It is proposed that the New Articles be adopted to reflect the change in the Company's status to a private limited company. The principal effects of the adoption of the New Articles on the rights and obligations of Shareholders and the Company are summarised on pages 11-12 of this document. A copy of the New Articles and a copy marked to show the changes from the Articles can be found on the Company's website at www.essensys.tech/investors and are available for inspection at the registered office of the Company.

Under the Companies Act 2006, it is a requirement that re-registration and adoption of new articles of association must be approved by not less than 75 per cent. of votes cast by Shareholders at a General Meeting. Accordingly, the Notice of General Meeting set out on page 13 of this document contains a special resolution to approve the Re-Registration and adoption of the New Articles.

Subject to and conditional upon the Cancellation and the passing of the Resolution, application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company. Re-Registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-Registration. The Registrar of Companies will not issue the certificate of incorporation on Re-Registration until the Registrar of Companies is satisfied that no valid application can be made to cancel the resolution to re-register as a private limited company.

If the Resolution is passed at the General Meeting and the Registrar of Companies issues a certificate of incorporation on Re-Registration, it is anticipated that the Re-Registration will become effective by no later than 30 June 2026.

5. TAKEOVER CODE

The Takeover Code does not apply to a company with a sole beneficial owner.

When the Cancellation becomes effective, the Takeover Code will continue to apply to the Company until the completion of the Compulsory Acquisition, which is currently expected to take place by 26 June 2026, at which point the Offeror will become the sole beneficial owner of the Company. Thereafter, the Takeover Code will cease to apply to the Company.

6. GENERAL MEETING AND ACTION TO BE TAKEN

The Proposals are subject to the Cancellation becoming effective and the passing of the Resolution to be proposed at the General Meeting. Page 13 of this document contains a Notice of the General Meeting of the Company to be held at 10.00 a.m. on 1 June 2026 when the following special resolution will be proposed:

Conditional on the Cancellation becoming effective:

- (a) the Company be re-registered as a private company under the Companies Act 2006 with the name essensys Group Limited (the '**Re-Registration**'); and

- (b). with effect from the Re-Registration, the draft new articles of association of the Company in the form produced to the General Meeting and signed by the Chairperson of the General Meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

The resolution requires the approval of not less than 75 per cent. of the votes cast by Shareholders in person or by proxy at the General Meeting. The Offeror intends to vote or procure the vote for the Resolution with all the Ordinary Shares held by it. As at the last practicable date prior to the date of this Circular, the Offeror holds in aggregate, 63,707,437 Ordinary Shares to which it or its connected persons are beneficially entitled, representing approximately 98.22 per cent. of the Company's Issued Share Capital.

The Board proposes that voting at the meeting on the Resolution will be conducted by means of a poll, with each Shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the meeting to be counted.

The Company understands and recognises the importance of the General Meeting, and the Board greatly values the opportunity to meet shareholders in person. In addition to the physical General Meeting, the proceedings of the General Meeting will be broadcast via the Investor Meet Company platform. Shareholders are encouraged to register for the video conference at <https://www.investormeetcompany.com/essensys-plc/register-investor>. The broadcast will not be an interactive forum.

Shareholders are asked, whether or not they propose to attend the General Meeting, to exercise their votes and appoint the Chairperson of the General Meeting as their proxy by completing the form of proxy sent to them with this document and return it to the Company's registrars, Equiniti Limited, at Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA as soon as possible by 10.00 a.m. on 28 May 2026 or, if the General Meeting is adjourned, 48 hours (excluding weekends and public holidays in England and Wales) before the time appointed for the adjourned meeting at which it is to be used. Any changes to the General Meeting arrangements contained in this Circular will be announced via RIS and will be available at: <https://essensys.tech/investors/regulatory-news/>.

CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (ID RA19) by 10.00 a.m. (UK time) on 28 May 2026. See the notes to the Notice of the General Meeting for further information on proxy appointments through CREST. 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. Your proxy must be lodged by 10.00 a.m. on 28 May 2026 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.

Shareholders wishing to attend the meeting in person are asked to notify the Company of their proposed attendance by no later than 10.00 a.m. on 28 May 2026 via email with the subject "essensys plc General Meeting" to company.secretary@essensys.tech to assist in the smooth running of the meeting.

7. RECOMMENDATION

For the reasons described above, the Directors consider that the Proposals are in the best interests of the Company and its Shareholders as a whole and, therefore, unanimously recommend that the Shareholders vote in favour of the Resolution at the General Meeting, as the Offeror intends to vote or procure the vote for the Resolution with all the Ordinary Shares owned by it. As at the last practicable date prior to the date of this Circular the Offeror holds in aggregate, 63,707,437 Ordinary Shares to which it or its connected persons are beneficially entitled, representing approximately 98.22 per cent. of the Company's Issued Share Capital.

Yours faithfully,

James Lowery
Chairman

PRINCIPAL EFFECTS OF RE-REGISTRATION AND ADOPTION OF NEW ARTICLES ON SHAREHOLDERS⁽¹⁾

1. DISCLOSURE OF INTEREST IN SHARES

Section 793 of the Companies Act 2006 does not apply to private limited companies. Following the Re-Registration and adoption of the New Articles, these provisions contained in the current Articles will no longer apply.

2. ACCOUNTS

A public company is required to file its accounts within six months following the end of its financial year and to circulate copies of the accounts to Shareholders. Following the Re-Registration, the period for the preparation and filing of accounts is extended to nine months following the end of the financial year. The period within which the Company is required to circulate copies of the accounts to Shareholders is also extended.

3. ANNUAL GENERAL MEETINGS

A public company is required to hold an annual general meeting each year, but a private limited company is not. Following the Re-Registration and adoption of the New Articles, the Company will hold general meetings at such time and place as may be determined by the Directors.

4. RESOLUTIONS

After Re-Registration, resolutions of Shareholders may be obtained by written resolution rather than in general meeting. This is done by obtaining approval in writing to that resolution of the holders of a majority of the voting shares then in issue (in the case of ordinary resolutions) and the holders of at least 75 per cent. of the voting shares then in issue (in the case of special resolutions).

5. DIRECTORS

The current Articles contain provisions requiring any Director appointed by the Board to retire at the next annual general meeting following appointment. At each subsequent annual general meeting, any Director who was not appointed or re-appointed at either of the two preceding annual general meetings must retire. If the number of Directors retiring on that basis is less than one third of the total number of Directors, additional Directors must also retire so that at least one third retire at the meeting. The longest-serving Directors since their appointment or re-appointment are required to retire first. Each retiring Director is eligible for re-appointment. These provisions have been removed in the New Articles.

6. ISSUE OF SHARES FOR NON-CASH CONSIDERATION

As a public company, there are restrictions on the ability of the Company to issue new shares, for example, by requiring the Company to obtain a valuation report in the case of shares issued for non-cash consideration. These restrictions will not apply following the Re-Registration and adoption of the New Articles.

7. FINANCIAL ASSISTANCE, REDUCTIONS OF CAPITAL AND PURCHASE OF OWN SHARES OUT OF CAPITAL

As a public limited company, the Company is currently prohibited from performing actions which constitute financial assistance for the acquisition of its own shares. This limits the ability of the Company to engage in certain transactions. However, following the Re-Registration, these restrictions will no longer apply. In addition, the Company must currently obtain the sanction of the Court for any reduction of capital, which can be a lengthy and expensive process. However, following the Re-Registration, the Company will be able

⁽¹⁾ A copy of the New Articles and a copy marked to show the changes from the Articles can be found on the Company's website at www.essensys.tech/investors and are available for inspection at the registered office of the Company.

to take advantage of more flexible provisions applicable to private companies, which do not require the approval of the Court. Similarly, following Re-Registration, the Company will be able to effect buy backs of shares out of capital, which it is currently prohibited from doing as a public limited company.

8. COMPANY SECRETARY

Following the Re-Registration there will be no requirement for a company secretary to be appointed and the Company Secretary may resign from the Company should the Company wish in the future.

9. REMOVAL OF UNNECESSARY PROVISIONS AND SIMPLIFICATION

The New Articles will not contain certain of the detailed provisions of the current Articles which are common for publicly traded companies and which will not be necessary for the Company following the Cancellation.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held on 1 June 2026 at 10.00 a.m. at the offices of the Company at 1 Finsbury Avenue, London, United Kingdom, EC2M 2PF for the purpose of considering the following special resolution:

SPECIAL RESOLUTION

To consider and, if thought fit, approve the following resolution that will be proposed as a special resolution:

THAT conditional upon the Cancellation becoming effective:

- (a) the Company be re-registered as a private company under the Companies Act 2006 with the name essensys Group Limited (the **Re-Registration**); and
- (b) with effect from the Re-Registration, the draft new articles of association of the Company in the form produced to the General Meeting and signed by the Chairperson of the General Meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

By order of the board

Abigail Hill

Company Secretary

14 May 2026

1 Finsbury Avenue
London
United Kingdom
EC2M 2PF

Notes:

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

Shareholders viewing the meeting via the Investor Meet Company platform are advised to submit proxy votes in advance of the meeting as it will not be possible to submit votes online during the meeting.

1. Shareholders wishing to attend the meeting in person are asked to notify the Company of their proposed attendance by no later than 10.00 a.m. on 28 May 2026 via email with the subject "essensys plc General Meeting" to company.secretary@essensys.tech to assist in the smooth running of the meeting.
2. A Shareholder entitled to attend and vote at the General Meeting may appoint one or more proxies to exercise all or any of the Shareholder's rights to attend, speak and vote at the meeting. A proxy need not be a Shareholder of the Company but must attend the meeting for the Shareholder's vote to be counted. If a Shareholder appoints more than one proxy to attend the General Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the Shareholder.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a Shareholder attending and voting in person at the General Meeting if he/ she wishes to do so.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by the

latest time(s) for receipt of proxy appointments specified in the Notice of the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his 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 provider(s) 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.

4. 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. Your proxy must be lodged by 10.00 a.m. (UK time) on 28 May 2026 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.
5. The Board proposes that voting at the meeting will be conducted by means of a poll on the resolution, with each Shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the meeting to be counted.
6. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act, the Company specifies that in order to have the right to attend and vote at the General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at the close of business on 28 May 2026, or, in the event of any adjournment, at the close of business on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
8. 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 they do not do so in relation to the same shares.
9. Any Shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered 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.
10. Any person to whom this Notice of General Meeting is sent (or who is notified when this Notice of General Meeting is available to view on the Company's website) who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the Shareholder by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the Shareholder as to the exercise of voting rights. The statement of the above rights of the Shareholders in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by Shareholders of the Company.
11. As at 13 May 2026 (being the last practicable date prior to the approval of this Notice) the Company's issued share capital consists of 64,856,026 Ordinary Shares, carrying one vote each. The total voting rights in the Company as at that date are 64,856,026.
12. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act) provided in this Notice of General Meeting (or in any related documents) to communicate with the Company for any purposes other than those expressly stated.
13. A copy of this Notice within this document, and other information required by section 311A of the Companies Act, can be found at www.essensys.tech.
14. If you need help with voting online, or require a hard copy form of proxy, please contact the Company's Registrar, Equiniti Limited on +44 (0)371 384 2030 (or, if calling from overseas, please ensure the country code is used). 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. A request can be made in writing to the Company's Registrars, Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA. Submission of a proxy vote shall not preclude a Shareholder from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

