

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt 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 UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Diales Group Plc, 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.



Registered in England and Wales with Company Number 03475146

## **NOTICE OF ANNUAL GENERAL MEETING**

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# **DIALES GROUP PLC**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **2026**

Notice is hereby given that the Annual General Meeting (**AGM**) of Diales Group Plc will be held at Dawson House, 5 Jewry Street, London EC3N 2EX on 19 February 2026 at 12:00 p.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 and 15 will be proposed as special resolutions.

#### **Definitions**

<b>CA 2006</b>	the Companies Act 2006
<b>Company</b>	Diales Group Plc
<b>Directors</b>	the board of directors of the Company (or a duly constituted committee thereof)
<b>Equity Securities</b>	shall have the meaning given in section 560 of CA 2006
<b>Ordinary Shares</b>	Ordinary Shares in the capital of the Company

#### **To be proposed as Ordinary Resolutions**

#### **Report and Accounts**

1. To receive the Annual Report and Accounts of the Company for the financial year ended 30 September 2025 together with the Directors' reports and auditor's report on those accounts.

#### **Remuneration Report and Policy**

2. To accept the Directors' Remuneration Report for the financial year ended 30 September 2025 as set out on pages 58 to 61 of the Company's Annual Report and Accounts for the year ended 30 September 2025 (excluding the Directors' Remuneration Policy).
3. To accept the Directors' Remuneration Policy as set out within pages 58 to 60 of the Company's Annual Report and Accounts for the year ended 30 September 2025.

#### **Directors**

4. To re-elect Peter Collini as a Director.
5. To elect Jane Dumeresque as a Director.
6. To re-elect John Mullen as a Director.
7. To re-elect Charlotte Parsons as a Director.
8. To elect Nicholas Stagg as a Director.
9. To re-elect Mark Wheeler as a Director.

#### **Auditor**

10. To appoint Kreston Reeves Audit LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Audit Committee to determine the fees payable to the auditor.

#### **Dividend**

12. To declare a final dividend of 0.75 pence per ordinary share for the financial year ended 30 September 2025 to be paid on 9 April 2026 to the ordinary shareholders on the Company's register of members at the close of business on 27 February 2026, with an ex-dividend date of 26 February 2026.

## **Share Authorities**

13. THAT, in accordance with section 551 of CA 2006, the Directors be generally and unconditionally authorised to allot Equity Securities up to an aggregate nominal amount of £70,203.19, provided that this authority 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, the date which is 15 months from the date of the passing of the resolution) save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors under section 551 of CA 2006, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## **To be proposed as Special Resolutions**

14. THAT, subject to the passing of resolution 13, the Directors be authorised to allot Equity Securities for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

- 14.1. the allotment of Equity Securities in connection with an offer of Equity Securities:

- A. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- B. to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 14.2. the allotment of Equity Securities or sale of treasury shares to any person up to an aggregate nominal amount of £21,060.95, such authority to be decreased by the nominal amount of Equity Securities allotted under 14.1 above,

such authority to expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

## **Share Buybacks**

15. That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of CA 2006 to make one or more market purchases (within the meaning of section 693(4) of CA 2006) on the London Stock Exchange of Ordinary Shares provided that:

- 15.1. the maximum aggregate number of Ordinary Shares authorised to be purchased is 5,265,239 (being approximately 10 per cent of the Company's issued ordinary share capital excluding Ordinary Shares held in treasury);

- 15.2. the minimum price (excluding expenses) which may be paid for such Ordinary Shares is 0.4 pence per share;
- 15.3. the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of:
- A. 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased; and
  - B. the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- 15.4. unless previously renewed, varied or revoked, the authority conferred shall expire on the earlier of the date which is 15 months from the date of the resolution being passed and the conclusion of the Company's next annual general meeting save that the Company may before the expiry of the authority granted hereby, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority.

By Order of the Board

**Charlotte Parsons**

Director & Company Secretary

26 January 2026

Registered office:

8th Floor  
Dawson House  
5 Jewry Street  
London  
EC3N 2EX

# NOTES TO THE NOTICE OF AGM

## *Entitlement to Attend and Vote at the AGM*

1. The Company specifies that only those members registered on the Company's register of members at 6:00 p.m. (London time) on 17 February 2026 or, if the meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM.
2. Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
3. The total of the votes cast by shareholders for or against or withheld on each resolution will be announced via a Regulatory Information Service and published on the Company's investor website, <https://www.diales.com/en/investors>, after the AGM.

## *Proxy Voting – General*

4. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. 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).
7. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

## *Proxy Voting – Procedures*

9. To be valid, proxy votes must be received by 12:00 p.m. on 17 February 2026, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (**Proxy Vote Closing Time**).
10. 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 Neville Registrars Limited:
  - by post at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD;
  - by email [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk); or
  - by telephone on – +44 (0)121 585 1131. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).
11. To be valid any proxy form or other instrument appointing a proxy must be received:
  - by post at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD no later than the Proxy Vote Closing Time;

- in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 14 to 17 below; and no later than the Proxy Vote Closing Time;
  - As an alternative to submitting a hard copy proxy form, you may submit your proxy electronically by logging on to [www.sharegateway.co.uk](http://www.sharegateway.co.uk). Shareholders should use their Personal Proxy Registration Code (Activity Code) as shown on their Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received no later than the Proxy Vote Closing Time.
12. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
  13. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
  14. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
  15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://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.
  16. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent Neville Registrars (ID 7RA11) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### *Proxy Voting – Changes and Revocations*

18. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing Time will be disregarded. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Neville Registrars Limited via the methods set out in Note 10 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
19. In order to revoke a proxy instruction you will need to inform the Company by contacting Neville Registrars Limited:
- by post at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD;
  - by email [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk); or
  - by telephone on – +44 (0)121 585 1131. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales)
20. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 7 above, your proxy appointment will remain valid.

### *Corporate Representatives*

21. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
22. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

### *Share Capital*

23. As at the close of business on the day immediately before the date of this notice of annual general meeting, the Company's issued share capital comprised 53,962,868 Ordinary Shares of nominal value 0.4 pence each, of which 1,310,474 Ordinary Shares are held in treasury. 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 close of business on the day immediately before the date of this notice, excluding treasury shares, is 52,652,394.

### *Personal Data*

24. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at <https://www.diales.com/en/privacy-policy>.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 13 are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolutions 14 and 15 are special resolutions and require a majority of at least 75% of votes cast to be in favour in order to be passed.

### **Resolution 1 – Report and Accounts (Ordinary Resolution)**

Section 437 of CA 2006 requires the Directors to lay copies of the Company's annual accounts and reports for the financial year ended 30 September 2025 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

### **Resolutions 2 and 3 – Remuneration Report and Policy (Ordinary Resolutions)**

Resolution 2 requests that shareholders accept the Directors' Remuneration Report (DRR), as set out on pages 58 to 61 of the Annual Report (excluding the Directors' Remuneration Policy) and Resolution 3 requests that shareholders accept the Directors' Remuneration Policy (DRP), which appears within pages 58 to 60 of the Annual Report. The DRR is backwards-looking and sets out the directors' remuneration in respect of the year ended 30 September 2025; the DRP is forward-looking and describes the policy the Board proposes to adopt for the future remuneration of the executive directors. Although these resolutions are not binding, the Directors wish to give shareholders the opportunity to express their views in relation to directors' remuneration in an appropriate manner. These resolutions are intended to provide that opportunity.

### **Resolutions 4 to 9 – Directors (Ordinary Resolutions)**

In accordance with best practice and the requirements of the 2023 QCA Code, all continuing directors are retiring at the AGM and, being willing, put themselves forward for re-election by shareholders. Jane Dumeresque and Nicholas Stagg were appointed after the 2025 AGM and are therefore seeking first-time election by shareholders.

Biographical details of all Directors can be found in the Annual Report and on the Company's website at <https://www.diales.com/en/investors-board-of-directors>.

### **Resolutions 10 and 11 – Auditor (Ordinary Resolutions)**

On the recommendation of the Audit Committee, the Board proposes as resolution 10 that Kreston Reeves Audit LLP be appointed as auditor of the Company. Resolution 11 proposes that the Audit Committee be authorised to determine the level of the auditor's remuneration.

### **Resolution 12 – Dividend (Ordinary Resolution)**

The Board has proposed a final dividend of 0.75 pence per ordinary share for the financial year ended 30 September 2025 which, together with the interim dividend of 0.75 pence per ordinary share paid in October 2025, brings the full-year dividend to 1.5 pence per ordinary share. If approved, the recommended final dividend will be paid on 9 April 2026 to all shareholders who are on the register of members at the close of business on 27 February 2026, with an ex-dividend date of 26 February 2026.

### **Resolution 13 – Authority to Allot (Ordinary Resolution)**

This resolution deals with the Directors' authority to allot securities in accordance with section 551 of CA 2006 and complies with the Investment Association Share Capital Management Guidelines issued in February 2023. If passed, the resolution will authorise the Directors to allot Equity Securities up to a maximum nominal amount of £70,203.19 which represents approximately one-third of the Company's issued share capital, excluding Ordinary Shares held in treasury (ISC). The authority granted by this resolution will expire on the earlier of the conclusion of next year's annual general meeting and the date which is 15 months after the resolution is passed. The Directors have no present intention to exercise the authority conferred by this resolution.

### **Resolution 14 – Disapplication of Statutory Pre-Emption Rights (Special Resolution)**

Under CA 2006, the Directors require shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory



requirements of section 561 CA 2006. Resolution 14 will, if passed, give the Directors this authority within the specified limitations.

This resolution is in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (**Investor Guidelines**). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group's Statement of Principles 2022; however, the Directors have chosen not to seek those enhanced approval levels at this time.

Put simply, the Directors will, if this resolution is passed, have authority to freely allot up to 10% of ISC for cash, with additional allotments for cash permitted only for offers which are essentially pre-emptive (up to one-third of ISC in total under the authority given in resolution 13). The authority set out in this resolution 14 will expire on the conclusion of next year's annual general meeting or, if earlier, on the date which is 15 months after the date the resolution is passed. The Directors have no present intention to exercise the authority conferred by this resolution.

#### **Resolution 15 – Share Buybacks (Special Resolution)**

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares as permitted by CA 2006 and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 5,265,239 Ordinary Shares, representing 10% of the Company's issued ordinary share capital (excluding Ordinary Shares held in treasury) as at 25 January 2026. The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on the date which is 15 months after the resolution is passed.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.