

Notice of Annual General Meeting

AUDIOBOOM GROUP PLC

(Incorporated and registered in Jersey with registered number 85292)

NOTICE OF ANNUAL GENERAL MEETING 2024

Wednesday, 30 July 2025 at 9.00 a.m.

To be held at

One Bartholomew Close, London EC1A 7BL

Investor Presentation

Shareholders should note that there is no presentation planned for the Annual General Meeting itself. Instead, following positive feedback to online presentations, Stuart Last (Chief Executive Officer) and Brad Clarke (Chief Financial Officer) will provide a live presentation via the Investor Meet Company platform following the planned release of the H1 interim financial results around the time of the AGM. The presentation will be open to all existing and potential shareholders. Questions can be submitted pre-event via the Investor Meet Company dashboard up until 9.00 a.m. the business day before the meeting or at any time during the live presentation. Management may not be in a position to answer every question it receives but will address those it can while remaining within the confines of information already disclosed to the market.

Investors can sign up to Investor Meet Company for free and can register to meet Audioboom via: <https://www.investormeetcompany.com/audioboom-group-plc/register-investor>. Investors who already follow Audioboom on the Investor Meet Company platform will automatically be invited.

Audioboom Group plc

(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 85292)

Notice is given that the annual general meeting of the members of the Company will be held at One Bartholomew Close, London EC1A 7BL on Wednesday 30 July 2025 at 9.00 a.m. to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 6 will be proposed as ordinary resolutions and Resolutions 7 and 8 will be proposed as special resolutions.

ORDINARY BUSINESS

1. To receive and adopt the Report of the Directors and the audited accounts of the Company for the year ended 31 December 2024 together with the report of the auditors thereon.
2. To re-elect Roger Maddock who retires at the meeting and who, being eligible, offers himself for re-election as a director of the Company (each a **Director** and together the **Directors**).
3. To re-elect Brad Clarke who retires at the meeting and who, being eligible, offers himself for re-election as a Director.
4. To re-appoint haysmacintyre as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

5. That the rules of the Audioboom Group plc 2025 Employee Share Plan (**LTIP**), the principal terms of which are summarised in the Appendix to this Notice of AGM, and produced in draft to this meeting (and for the purposes of identification are initialled by the Chairman of the meeting) are approved and the Directors are authorised to:
 - (a) make such modifications to the LTIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the LTIP and to adopt the LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the LTIP; and
 - (b) establish additional plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP.
6. That the Directors be and they are hereby generally and unconditionally authorised in accordance with Article 6.2 of the Articles of Association of the Company (**Articles**) to exercise all the powers of the Company to allot ordinary shares of no par value in the capital of the Company (**Ordinary Shares**) and to grant rights to subscribe for, or to convert any security into, Ordinary Shares up to a maximum of 5,480,000 Ordinary Shares, being approximately one third of the current issued share capital of the Company. The authority conferred on the Directors under this Resolution 6 shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted or rights to subscribe for, or to convert any security into, Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
7. That, subject to the passing of Resolution 6, the Directors be and they are hereby empowered pursuant to Article 6.7 of the Articles to allot equity securities (within the meaning of Article 6.6) for cash or otherwise pursuant to the authority conferred by Resolution 6, as if Article 6.3 did not apply to any such allotment, provided that this power, shall be limited to the allotment of equity securities consisting of, or the right to subscribe for, or convert any security into shares in the Company, up to a maximum of 1,640,000 Ordinary Shares, being approximately 10% of the current issued share capital of

Notice of Annual General Meeting

(continued)

the Company, and this authority shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the passing of this Resolution, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

8. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases of Ordinary Shares pursuant to Article 57 of the Companies (Jersey) Law 1991 as amended (the **Law**) provided that:

- 8.1 the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 2,460,000 (being approximately 14.99 % of the share capital of the Company in issue as at the date of this document);
- 8.2 the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1 penny;
- 8.3 the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which any Ordinary Share is contracted to be purchased by the Company;
- 8.4 the Directors can, prior to each such purchase, make the solvency statement required by the Law and fulfil all other requirements of the Law in relation to purchases of a company's own shares;
- 8.5 this authority will expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, 18 months after that date;
- 8.6 this authority shall only be capable of variation, revocation or renewal by special resolution of the Company; and
- 8.7 the Company may make a contract or contracts to purchase Ordinary Shares under this authority before this authority expires which will or may be executed and completed wholly or partly after its or their expiration and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts after its or their expiration.

By order of the board

AST Secretaries Limited
Company Secretary

Registered office:
IFC 5
St Helier
Jersey JE1 1ST

Date: 26 June 2025

Notes

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend and (on a poll) vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. Under Jersey law a special resolution requires a two-thirds rather than three quarters majority of those voting at the meeting in person or by proxy to vote in favour of the resolution.
3. Pursuant to Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has specified that only those members registered on the register of members of the Company at close of business on 28 July 2025 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after this time will be disregarded in determining the rights of any person to attend and vote at the meeting.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
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. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact MUFG Corporate Markets, the Company's registrar. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
6. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.
7. 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.
8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
9. To appoint a proxy using the proxy form, it must be:
 - 9.1 completed and signed;
 - 9.2 sent or delivered to PXS 1, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL; and
 - 9.3 received no later than 9.00 a.m. on 28 July 2025.
10. 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.
11. 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.

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(continued)

Appointment of proxy by joint members

12. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

13. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
14. 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 the Company.
15. 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.

Termination of proxy appointments

16. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company. 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.
17. The revocation notice must be received by the Company no later than 9.00 a.m. on 28 July 2025.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 19 below, your proxy appointment will remain valid.
19. Appointment of a proxy does not preclude you from attending the meeting and voting in person but you should note that you are strongly discouraged from attending in person this year. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

CREST

20. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held at 9.00 a.m. on 30 July 2025 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
21. 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 Company's agent, MUFG Corporate Markets (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

22. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

23. 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.

Proxymity

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

Your proxy must be lodged by 9:00 a.m. on 28 July 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Total voting rights

25. As at 26 June 2025, the Company's issued share capital comprises 16,439,641 ordinary shares of no par value. 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 26 June 2025 is 16,439,641.

Communication

26. Except as provided above, members who have general queries about the meeting should contact MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com, or you may call on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, contact by post at MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Explanatory Information for the Resolutions

The following explanatory information is provided by way of background to the special business of the meeting:

Approval of the Audioboom Group plc 2025 Employee Share Plan (Resolution 5 – ordinary resolution)

The Company's original 2014 share option scheme (**2014 Scheme**) has now expired, although options granted thereunder remain capable of exercise. This resolution seeks shareholders' approval for a new Audioboom Group plc 2025 Employee Share Plan (**LTIP**) (which includes a sub-plan, the Audioboom Group plc 2025 Incentive Stock Option Plan in Part D of the LTIP for the grant of tax advantaged Incentive Stock Options to US taxpaying employees). The LTIP provides a flexible framework for the Remuneration Committee to approve the grant of share options and other share and cash-based awards as incentives to employees of the Group (including to employees in the US) on a selective basis, and within the same aggregate limits as the 2014 Scheme (with the maximum number of Ordinary Shares that are issued or issuable under the LTIP (and any other share plans of the Group) in any rolling ten-year period being restricted to 15 per cent. of the Company's issued share capital). A summary of the principal terms of the LTIP is set out in the Appendix to this Notice of AGM. A copy of the draft rules of the LTIP will be available for inspection at the offices of Audioboom Group plc at IFC5 St Helier, Jersey JE1 1ST.

Authority of Directors to allot shares (Resolution 6 – ordinary resolution)

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting pursuant to the Company's articles of association. The authority granted at the Company's last Annual General Meeting is due to expire at this year's Annual General Meeting.

Accordingly, Resolution 6 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares up to a maximum of 5,480,000 ordinary shares. This represents approximately one third of the current total issued ordinary share capital of the Company, in accordance with current guidelines. This authority will expire immediately following the Annual General Meeting in 2026 or, if earlier, 18 months following the Resolution being passed.

Disapplication of pre-emption rights (Resolution 7 – special resolution)

If the Directors wish to exercise the authority under Resolution 6 and offer shares for cash, the Company's articles of association require that, unless shareholders have given specific authority for the waiver of the contractual pre-emption rights, the new shares be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings. The authority granted at the Company's last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, Resolution 7 would authorise the Directors to disapply the contractual pre-emption provisions.

This would provide the Directors with a degree of flexibility to act in the best interests of the Company by allotting shares for cash to persons other than pro rata to existing shareholders up to a maximum of 1,640,000 ordinary shares. This represents approximately 10% of the current total issued ordinary share capital of the Company, in accordance with market practice. This authority will expire immediately following the Annual General Meeting in 2026 or, if earlier, 18 months following the Resolution being passed.

Authority for the Company to purchase its own shares (Resolution 8 – special resolution)

The Company's articles of association and the Companies (Jersey) Law 1991 permit the purchase by the Company of its own shares subject to shareholders' prior approval being obtained.

This Resolution is to authorise the Company to buy back up to 2,460,000 ordinary shares. The authority would expire at the conclusion of the 2026 Annual General Meeting or, if earlier, 18 months following the Resolution being passed.

The Resolution specifies the maximum number of Ordinary Shares which may be purchased (representing approximately 14.99 per cent of the Company's issued share capital) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Companies (Jersey) Law 1991.

The Board has no present intention of exercising this power and the granting of this authority should not be taken to imply that any ordinary shares will be purchased. No purchase of ordinary shares will be made unless the Board considers it to be in the best interests of all shareholders.

Action to be taken

You will find enclosed a Form of Proxy for use at the Annual General Meeting. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon. Forms of Proxy should be returned so as to be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. Institutional investors may vote via Proxymity and CREST members may vote via CREST – more information on how to vote by these means can be found in the notes to the Notice of AGM.

Recommendation

Your Directors consider that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all the Resolutions, as they intend to do in respect of their own beneficial holdings.

The Audioboom Group plc 2025 Employee Share Plan (LTIP)

Summary of the proposed new LTIP

1. General

The LTIP is a discretionary plan which provides for the grant to selected employees and executive directors of the Group, of rights to acquire (**Options**) or awards of Ordinary Shares in the form of:

- (a) Enterprise Management Incentive Options (**EMI Options**)
- (b) Company Share Option Plan Options (**CSOP Options**);
- (c) Unapproved Options (**Unapproved Options**);
- (d) Incentive Stock Options (**ISOs**);
- (e) Non-Statutory Stock Options (**NSOs**);
- (f) Conditional Share Awards;
- (g) Restricted Share Awards; and
- (h) Phantom Awards

(together the **Awards**).

Awards are non-transferable (except on death) and are not pensionable.

2. Administration

The LTIP will be operated and administered by the Remuneration Committee (**Committee**) which will make all decisions about participation, form, size and timing of grants of Awards.

3. Eligibility

The Committee has complete discretion as to the selection of employees and executive directors of the Group to whom Awards may be made.

Tax-advantaged EMI Options, CSOP Options and ISOs may only be granted to those selected employees who meet the relevant legislative requirements.

4. Grant of Awards

Awards may be granted within 42 days following the adoption of the LTIP and after the announcement of the Company's interim or preliminary results. They may also be granted at other times in exceptional circumstances which the Committee considers justify the granting of Awards, but not during a 'close period'.

No Award may be granted more than 10 years after the adoption date of the LTIP.

The LTIP rules permit the Company to determine whether any liability for UK employer NICs arising in connection with any Option (excluding ISOs) shall be transferred to the participant, to the extent legally permissible.

The price, if any, per Ordinary Share payable on the exercise of an Option or on the grant of a Restricted Share Award shall be determined by the Committee when the Option is granted/Award is made.

EMI Options, CSOP Options, ISOs and NSOs will have an exercise price that represents the market value of the Ordinary Shares on the date of grant.

5. Individual limits

The maximum aggregate market value of the Ordinary Shares subject to subsisting EMI Options held by an individual at any time may not exceed £249,999 (or such other limit as prescribed by legislation). Any CSOP Options granted to a participant by reason of his employment with the Group shall be treated as counted against this limit.

The maximum aggregate market value of the Ordinary Shares subject to subsisting CSOP Options held by an individual at any time may not exceed £60,000 (or such other limit as prescribed by legislation).

The aggregate market value of the Ordinary Shares under an ISO that can be exercised for the first time in a calendar year by an individual cannot exceed US\$ 100,000.

For the purpose of these limits, the market value is determined at the date of grant of an Award.

6. Limits on the issue of Ordinary Shares

The number of Ordinary Shares which may be issued under the LTIP together with all the other share plans of the Group will be restricted to 15% of the Company's issued share capital in any rolling ten-year period.

Ordinary Shares which are purchased from the market to satisfy Awards, or Ordinary Shares subject to Awards which are released or have lapsed without being exercised, are excluded for the purposes of calculating the limit.

7. Vesting and Performance Conditions

An Award will vest in accordance with the vesting terms specified in the Award Certificate issued to a participant following the grant of an Award.

The Committee may at its discretion set performance conditions to determine whether or the extent to which an Award will vest. Any performance conditions may be adjusted if an event occurs which causes the Committee to decide that the adjusted conditions will measure performance more fairly and provide a more effective incentive.

8. Cessation of Employment

If a participant ceases to be employed by any member of the Group by reason death (or disability in the case of an ISO), a portion of the Award based on the period of time that has elapsed since the date of grant until the date of death, may be exercised by the personal representative of the participant within the period of twelve months from the date of death.

If a participant ceases to be employed by any member of the Group by reason of injury or disability, redundancy, retirement, TUPE transfer, the participant's employing company ceasing to be under the control of the Company or any other reason at the discretion of the Committee, a portion of the Award based on the period of time that has elapsed since the date of grant until the date of cessation of employment, may be exercised at any time within a period of six months from the date of cessation of employment (in the case of an ISO, three months from the date of cessation of employment).

An Award, whether vested or otherwise, will lapse immediately on the cessation of a participant's employment with the Group and an Option shall not be capable of being exercised, in circumstances other than those referred to above.

Corresponding forfeiture provisions would be enshrined in a restricted share agreement, in respect of the grant of Restricted Share Awards.

9. Corporate events

In the event of a change of control of the Company, unvested Awards will vest to the extent to which any Performance Conditions have been satisfied at that time, unless the Committee determines otherwise.

Alternatively, the Committee may, with the consent and agreement of the participant and the acquiror, determine that an Award be exchanged for an equivalent award which relates to shares in the acquiring company.

The Audioboom Group plc 2025 Employee Share Plan (LTIP)

(continued)

10. Malus and clawback

The Committee may take such steps as it considers appropriate to reduce the number of Ordinary Shares subject to an Award (to nil if applicable) and/or impose additional conditions (including repayment to the Company on the number and value of Ordinary Shares acquired by the participant (or cash paid to the participant)) in certain circumstances, including but not limited to a material misstatement in any published results of the Group, the participant's dismissal for misconduct or reputational damage to the Company.

11. UK MAR

The grant, vesting or exercise (as applicable) of an Award are subject to any restrictions on dealing set out in the Market Abuse Regulations or otherwise imposed by statute, order, regulation or government directives.

12. Variation of capital

In the event of any rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the ordinary share capital of the Company, the Board may make such adjustments as it considers appropriate to the number of Ordinary Shares subject to an Award and/or the price payable on the exercise of an Option (where the Award takes the form of a share option).

13. Exercise of Options

An Option may be exercised in whole or in part, to the extent that it has vested. To exercise an Option, the participant must pay (or make alternative arrangements with the Company for the payment of) the aggregate exercise price, if any, and the tax and NIC liabilities arising on the exercise of the Option.

14. Satisfying the vesting/exercise of Awards

The vesting of a Conditional Share Award and the exercise of an Option may be satisfied by issue of shares or by transfer of treasury shares or by other transfer of shares.

Within 30 days of the vesting of a Conditional Share Award or the exercise of an Option, the Company will issue or procure the transfer of Ordinary Shares in satisfaction of the Award. Instead of the issue of Ordinary Shares, the Company may decide to satisfy the vesting of a Conditional Share Award and the exercise of an Option by the payment of cash for an amount equal to the market value of the Ordinary Shares.

The vesting of a Phantom Award will be satisfied by the payment of cash through the payroll within 30 days of such vesting an amount equivalent to the market value of the Ordinary Shares on the date of vesting.

15. Amendment and termination

The Plan may be altered by the Board at any time on the recommendation of the Committee. However, any alterations to the advantage of participants to the rules governing eligibility, individual and dilution limits on participation, terms of the Awards and adjustment of Awards must be approved in advance by shareholders in general meeting, unless the alteration or addition is minor in nature and made to benefit the administration of the Plan, to comply with the provisions of any existing or proposed legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or Group companies.

An amendment may not adversely affect the existing rights of a participant except with the prior consent of the participant.

No amendment to a key feature of the CSOP part of the LTIP may be made if it would cause the relevant requirements of the CSOP legislation to be breached.

The Plan will terminate on the tenth anniversary of the date of adoption of the Plan is adopted or on such earlier date as the Board may determine.

