

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other authorised professional adviser.

If you have sold or otherwise transferred all of your Videndum plc ("the Company") ordinary shares, please pass this document together with the accompanying documents 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.

Videndum plc

(Incorporated and registered in England and Wales with number 227691)

Notice of Annual General Meeting

Monday, 16 June 2025 at 2.00pm

Notice of the Annual General Meeting ("AGM") of Videndum plc to be held at the Hilton London, Syon Park, Park Road, Isleworth, TW8 8JF on Monday, 16 June 2025 at 2.00 p.m. is set out in this Notice.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 2.00pm on Saturday, 14 June 2025. Please note that a proxy need not be a shareholder of the Company.

Videndum

Chairman's Letter

30 April 2025

To the ordinary shareholders of Videndum plc

Dear Shareholder,

Notice of Annual General Meeting

The AGM will be held at 2.00 p.m. on Monday, 16 June 2025 at the Hilton London, Syon Park, Park Road, Isleworth, TW8 8JF and the notice of the AGM ("the Notice") can be found on pages 7 to 8 of this document. A map of the venue is shown on the reverse of the attendance card.

As Chairman, I will be exercising my right under the Company's Articles that all resolutions at the AGM be voted by way of a poll rather than a show of hands. The Board and I consider that a poll is in accordance with good corporate governance since it allows the votes of all shareholders who have submitted a proxy form to be counted. Shareholders attending the AGM will have the opportunity to ask questions of your Board and vote on the resolutions proposed. The outcome of the vote at the AGM will be announced by way of a Stock Exchange announcement after the close of the AGM and will be published on our website.

Whether you propose to attend the AGM or not, please complete the enclosed proxy form and return it to our registrars, Equiniti Limited. They must receive it no later than 2.00 p.m. on Saturday, 14 June 2025. The return of the proxy form will not prevent you from attending the AGM and voting in person should you wish.

Set out below is a short explanation of each resolution at the AGM. Resolutions 1 to 11 are ordinary business as the Company considers these to be matters that would usually be dealt with at an AGM. Resolutions 12 to 17 are special business. Resolutions 1 to 13 and 17 are ordinary resolutions and require a simple majority of votes cast to be in favour of the resolution to be approved. Resolutions 14 to 16 are special resolutions and require at least 75% of votes cast to be in favour of the resolution to be approved.

Resolution 1 Report and Accounts

The Directors present the report and audited Group accounts for the year ended 31 December 2024 ("2024 Annual Report") for adoption. Copies of the 2024 Annual Report will be available at the meeting. The 2024 Annual Report may also be accessed on the Company's website at www.videndum.com.

Resolutions 2 and 3

Directors' Remuneration Report including Remuneration Policy

The Directors' Remuneration Report is set out on pages 69 to 96 of the 2024 Annual Report and comprises three sections:-

- A statement by Caroline Thomson, Chair of the Remuneration Committee;
- The Directors' Remuneration Policy in relation to future payments to the Directors and former Directors of the Company; and
- The Annual Remuneration Report, that sets out payments made to the Directors of the Company in the financial year ended 31 December 2024.

At the Company's AGM in May 2023, shareholders approved the Directors' Remuneration Policy that was envisaged to last until the Company's AGM in 2026. However, the Company is facing significant challenges with its business and the Board is currently undertaking a search for a new Chief Executive Officer ("CEO"). In the judgment of the Board and to support this recruitment process it is necessary to seek an amendment to the Directors' Remuneration Policy ("Policy"). A new Policy is therefore proposed and is set out on pages 72 to 80 of the 2024 Annual Report, and subject to approval by shareholders under Resolution 2 as a binding vote, would cover Directors' remuneration for the next three years until the Company's AGM in 2028.

The Policy sets out our approach to Executive and Non-Executive Directors' remuneration, covering base pay, benefits, pensions, bonuses, share incentives, ancillary benefits, shareholding requirements and exit payments to departing Directors. All payments to Directors must be in accordance with the Policy.

The structure of the Policy has not changed since the 2023 Policy approved by shareholders at the 2023 AGM subject to one material change. We propose to introduce into the Policy flexibility for Executive Directors to be granted shares that would vest subject only to continued service. It has become evident to the Board that, given the challenges faced by the business, a specific change to the Directors' Remuneration Policy is required at the 2025 AGM to support the successful recruitment of a new CEO. In the judgement of the Board it would be imprudent to wait until 2026 to do this. The candidates for the role of CEO are expected to reflect our international reach and the hubs we have in the US and Europe.

We are seeking shareholder approval to change the Policy to permit not only the award of shares that vest subject to the fulfilment of performance conditions and continued service but also the award of shares that vest subject only to continued service. This is likely to involve an increase in the level of long-term share based awards permissible under the Policy as long as the new CEO is prepared to co-invest and to buy shares in the Company.

The objective of the proposed change of the Policy is to provide the Remuneration Committee with additional flexibility as we design the remuneration arrangements of the new CEO. The Remuneration Committee is keen to maintain the emphasis of total remuneration on variable rather than fixed pay. The uncertainty surrounding the timing of the turnaround of the Company makes setting reliable, stretching but realistic targets extremely difficult. We are concerned that capable candidates with the right skills to lead the business to recovery may be deterred from accepting an offer given the current situation at Videndum. The recovery of the share price is a key objective for the Board and the new CEO and restricted shares offer a simple vehicle which will reward the new appointee when and if they are successful. Restricted shares offer some additional certainty at a very uncertain time which could help us to attract and retain the right candidate and will help to counterbalance the significant discount that we expect him or her to apply to performance shares, particularly in the early period after their joining Videndum.

We envisage, in the longer term, that performance share awards under the Long Term Incentive Plan will be the primary and preferred approach to long term remuneration for Videndum. Nevertheless, in the short to medium term, we need flexibility, particularly but not only in cases of recruitment, to be able to reduce the level of performance shares and supplement or substitute the annual award with time vested restricted shares. Our approach may be influenced by the timing of the appointment of the new CEO, the provenance of the candidate and the visibility of Videndum's longer term performance when the new CEO has joined the business. We expect that the long-term share based element of the package offered to the new CEO will comprise wholly restricted shares. Once the new CEO has become established and the new strategy has been set, our expectation is that we shall return to performance shares as long as reliable target setting is once again feasible.

The Remuneration Committee will retain a full discretion on the outcome of the Policy, and will continue to amend the vesting outcome upwards or downwards if, in its opinion, any calculation or payout does not produce a fair result for either the individual or the Company, taking into account the overall business performance of the Company.

When operating the Restricted Share Plan, shareholders' attention is drawn to the following factors that the Committee will have in mind:-

- When determining annual levels of share awards, the Committee will deem the value of a restricted share to be twice the value of a performance share.
- For the purposes of recruitment, the Committee will assess the number of restricted shares under award as if the share price was £2.50 per share.

- For the purposes of recruitment, an award of shares under the RSP, above 100% of salary will be contingent on co-investment by the new CEO and the purchase of Videndum shares will be a condition of vesting.
- For the purposes of recruitment, depending on the level of co-investment that the new CEO is prepared to make, the award of shares under the Restricted Share Plan could be up to 400% of salary.
- Other than for the purposes of recruitment, the maximum long term share award in respect of a year will be 200% of salary where the award is made in performance shares and 100% of salary where the award comprises restricted shares.
- The prevailing share price, the face value of the award and the impact of any awards on dilution will all be taken into account before any awards are made.
- Restricted shares will normally vest at least three years after the award date and will be subject to the Remuneration Committee's discretion referred to above being taken into account, for example, the underlying financial performance of the Company, the progress made to turn the business around and any other factors the Committee deem to be relevant. The usual two-year post vesting holding period will normally apply so the period from the date of the award to the date on which the executive can dispose of the shares is five years.
- Malus and clawback provisions will apply to all awards as will Videndum's two year post employment share ownership policy.

We believe that the proposed new Policy to be approved at the 2025 AGM will provide a remuneration structure that can support the recovery of the business and return to long-term growth that is aligned with the long-term interests of shareholders. Should there be a need to change the 2025 Policy ahead of the 2028 AGM, shareholders will be asked to approve a revised policy at a subsequent general meeting.

If the Policy is not approved at the 2025 AGM, the Company will continue to make payments to Directors in accordance with the existing Policy approved at the 2023 AGM. We would then look to secure shareholder approval to a new Policy as soon as possible.

The statement by the Remuneration Committee Chair and the Annual Report on Remuneration setting out payments made to Directors in the financial year ended 31 December 2024 will be put to an advisory vote by ordinary resolution and is set out in resolution 3. It is confirmed that this Annual Report on Remuneration and payments made to Directors in 2024 have been in accordance with the Directors' Remuneration Policy that was approved by shareholders at the 2023 AGM.

Chairman's Letter continued

The Annual Report on Remuneration on pages 81 to 96 of the 2024 Annual Report gives details of the payments and share awards made to Directors in connection with their performance and that of the Company during the year ended 31 December 2024.

PwC audited those parts of the Directors' Remuneration Report that are required to be audited and their report can be found on pages 101 to 108 of the 2024 Annual Report.

Resolution 4 to 9

Reappointment of Directors

The Company's Articles require that each Director must offer himself or herself for reappointment by shareholders every year. Accordingly, a separate resolution for each Director to seek reappointment is included in this Notice. We ask shareholders to approve the reappointment of each of the following members of the Board:- Stephen Harris, Richard Tyson, Anna Vikström Persson, Polly Williams, Graham Oldroyd and Eva Lindqvist. Caroline Thomson will not be seeking reappointment at the 2025 AGM and will cease to be a director of the Company at the conclusion of the 2025 AGM. On behalf of the Board and shareholders I would like to thank Caroline for her service as an independent Non Executive Director and Chair of the Remuneration Committee. Upon Caroline ceasing to be a director, Anna Vikström Persson will succeed as Chair of the Remuneration Committee and Eva Lindqvist will succeed as the independent non-executive director with responsibility for employee engagement. Biographical details for each member of the Board are set out in the 2024 Annual Report.

In 2024, an internal Board evaluation was conducted and the Board believes that each Director seeking reappointment is performing to the highest standards, continues to be an effective member of the Board and demonstrates commitment to the role. The Governance section of the 2024 Annual Report sets this out in more detail. Each member of the Board continues to provide independent character and judgement to the running of the business, setting strategy, risk management, succession planning and ongoing financial business performance.

Resolutions 10 and 11

Reappointment of PricewaterhouseCoopers LLP ("PwC") as auditor and authorisation for the Directors to set the auditor's remuneration

The Company is required to reappoint its auditor annually and at the 2024 AGM the Company appointed PwC as its auditor. The Audit Committee considered the performance of PwC at its Audit Committee meeting on 23 April 2025 and recommended the reappointment of PwC to the Board.

Resolution 10 therefore proposes the reappointment of PwC as the Company's auditor, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 11 seeks to authorise the Board to set the remuneration payable to the Company's auditor. Details of the remuneration paid during the year ended 31 December 2024 to PwC can be found in the 2024 Annual Report.

Resolution 12

2025 Restricted Share Plan Rules ("RSP")

The Company has operated a Restricted Share Plan (the "existing RSP") since late 2019 for the benefit of selected Videndum employees other than the Company's executive directors. Shares used in connection with the settlement of awards under the existing RSP to date have been market sourced existing ordinary shares in the share capital of the Company.

The purpose of this ordinary resolution is to seek shareholders' approval for the adoption of a new Restricted Share Plan to be known as the Videndum plc Restricted Share Plan ("RSP").

The expected primary operation of the RSP would be to continue with the current restricted share award policy for selected employees within the Group other than executive directors of the Company.

Such restricted share award policy provides for participants to be granted conditional awards or nil cost options to acquire a number of shares in the share capital of the Company, usually three years after the grant of an award and subject to the continued service within the Group through to the vesting date.

Subject to shareholder approval for the RSP, its terms include flexibility to permit the award of restricted shares to the Company's executive directors and also operate the RSP, as is typical for a shareholder approved employees' share scheme, in respect of any source of shares (including scope to use newly issued shares and/or treasury shares).

Any use of the RSP for awards to Executive Directors of the Company would be in strict accordance with the terms of shareholders approved Directors' Remuneration Policy. Details of the potential use of the RSP in connection with the award policy for the Company's executive directors is as fully detailed in the proposed new Directors' Remuneration Policy as set out in the 2024 Annual Report and approval for which is being sought under resolution 2 at the 2025 AGM.

The Board believes that the RSP will help to attract, retain and motivate Executive Directors and senior management particularly during this period of transition for the Group.

The rules of the RSP are available from the Group Company Secretary and will be made available before the 2025 AGM.

A summary of the principal terms of the RSP is set out in the appendix on pages 11 and 12 of this document.

Resolution 13**Allotment of share capital**

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £6,280,049 (representing 31,400,247 issued ordinary shares of 20 pence each). This amount represents approximately one-third (i.e. 33.33%) of the Company's issued ordinary share capital (excluding treasury shares) as at 29 April 2025, the latest practicable date prior to publication of this Notice.

Paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a fully pre-emptive offer, including a rights issue or open offer, in favour of ordinary shareholders up to an aggregate nominal amount equal to £12,560,098 (representing 62,800,494 issued ordinary shares of 20 pence each), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds (i.e. 66.66%) of the Company's issued ordinary share capital (excluding treasury shares) as at 29 April 2025, the latest practicable date prior to publication of this Notice.

The authority sought under this resolution will expire at the earlier of 16 September 2026 or the conclusion of the 2026 AGM. The Directors have no present intention to exercise the authority sought under this resolution other than to allot shares to satisfy the exercise of share options to the Company's employees under the Company's share plans, notably the International Sharesave Plan; however, the authority provides the flexibility to allow them to do so in the future.

As at the date of this Notice, the Company holds no shares in treasury.

Resolution 14**Disapplication of pre-emption rights**

This special resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority is limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £1,884,014 (representing 9,420,074 ordinary shares). This aggregate nominal amount represents approximately 10% of the Company's issued ordinary share capital as at 29 April 2025, the latest practicable date prior to the publication of this Notice.

The authority, if approved, will expire at the earlier of 16 September 2026 or the conclusion of the Company's AGM to be held in 2026.

As at the date of this Notice, the Company holds no shares in treasury.

Resolution 15**Authority to purchase shares in the market**

This special resolution seeks authority for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous AGMs. Since the 2024 AGM held on 19 June 2024, the Company purchased and cancelled 7,922 ordinary shares using the authority given by shareholders at the 2024 AGM. This purchase and cancellation of shares related to the exercise of share options with new issue shares used to satisfy exercised options. The Company subsequently bought and cancelled an equivalent number of ordinary shares to ensure that the issued share capital did not increase.

The Directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in future.

The minimum price, exclusive of expenses, which may be paid for an ordinary share is 20 pence (its nominal value). The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of:

- an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and
- the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled, depending on which course of action is considered by the Directors to be in the best interest of shareholders at that time.

The Company has options outstanding over 1,850,322 ordinary shares, representing 1.96% of the Company's ordinary issued share capital as at 29 April 2025. If the authority given by this resolution were to be fully used, these options would represent 2.18% of the Company's ordinary issued share capital at that date.

The authority will expire at the earlier of 16 September 2026 or the conclusion of the Company's AGM to be held in 2026.

Resolution 16**Notice of general meetings**

This special resolution is required as under the Companies Act 2006. the notice period for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

The shorter notice period of 14 days would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Chairman's Letter continued

The provisions of the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

The approval will be effective until the Company's AGM in 2026, when it is intended that a similar resolution will be proposed.

A similar authority was sought and given by shareholders at the 2024 AGM.

Resolution 17

Authority to make political donations

Under the Companies Act 2006 political donations made by a company to political parties, other political organisations and independent election candidates and political expenditure incurred by a company (exceeding £5,000) must be authorised in advance by shareholders.

This resolution renews the authority that was passed by the Company at its AGM in 2021 and which expires at the AGM in 2025. In accordance with the provisions of the Companies Act 2006, the Company intends to renew this authority for the next four years, such authority to expire at the conclusion of the AGM in 2029. It is important to emphasise that it is the Company's policy not to make political donations of any kind (either in cash or in kind) to what are widely regarded as political parties within the UK, EU or worldwide and the Directors have no intention of changing that policy. The Company has not made any political donations at any time. However, the Directors consider that it is prudent and in the best interests of shareholders that the Company and its subsidiaries are able to participate in public debate and opinion-forming on matters which could directly affect its business. To avoid inadvertent infringement of the Companies Act 2006, the Directors are seeking shareholders authority for the Company and its subsidiaries to incur expenditure.

The resolution does not authorise any specific donation or expenditure and is precautionary in nature. The authority is for a period of four years and for a total expenditure of £90,000. Whilst there is no intention to make political donations as they are understood, it is noted that any such expenditure in any financial year whilst the authority is in place will be disclosed in the Annual Report and Accounts for the year that expenditure is incurred.

Recommendation

The Directors consider that all the resolutions to be put to the 2025 AGM are in the best interests of the Company and its shareholders as a whole. Your Directors will be voting in favour of them in respect of their respective share interests in the Company and unanimously recommend that you do so as well.

Yours sincerely,

Stephen Harris

Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Videndum plc (the "Company") will be held at the Hilton London, Syon Park, Park Road, Isleworth, TW8 8JF on Monday, 16 June 2025 at 2.00 pm.

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 13 and 17 will be proposed as ordinary resolutions. Resolutions 14 to 16 will be proposed as special resolutions.

Ordinary business

1. That the audited accounts, and the Auditor's Report thereon, the Directors' Report and the Strategic Report for the year ended 31 December 2024 be received and adopted.
2. That the Directors' Remuneration Policy, in the form set out in the Directors' Remuneration Report in the Company's Annual Report for the year ended 31 December 2024, be approved.
3. That the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, in the form set out in the Company's Annual Report for the year ended 31 December 2024, be approved.
4. That Stephen Harris be reappointed as a director of the Company.
5. That Richard Tyson be reappointed as a Director of the Company.
6. That Polly Williams be reappointed as a Director of the Company.
7. That Eva Lindqvist be reappointed as a Director of the Company.
8. That Anna Vikström Persson be reappointed as a Director of the Company.
9. That Graham Oldroyd be reappointed as a Director of the Company.
10. That PricewaterhouseCoopers LLP be re-appointed 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. That the Directors be authorised to determine the remuneration of the auditor.

Special business

Restricted Share Plan

12. That the rules of the Videndum plc Restricted Share Plan, the principal terms of which are summarised in the Appendix to this notice, and a copy of which are produced in draft to this meeting and initialled by the Chair of the meeting for the purpose of identification, be and are hereby approved and the directors of the Company be authorised to:-
 - (i) Make such modifications to the RSP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the RSP and to adopt the RSP as so modified and to do all such other acts and things as they may consider appropriate to implement the RSP; and
 - (ii) Establish further plans based on the RSP 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 RSP.

Notice of Annual General Meeting continued

Authority to allot share capital

13. That the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a. up to a nominal amount of £6,280,049 (representing 31,400,247 issued ordinary shares of 20 pence each), such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum; and
- b. comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £12,560,098 (representing 62,800,494 issued ordinary shares of 20 pence each), such amount to be reduced by any allotments or grants made under paragraph (A) above in connection with a fully pre-emptive offer (including an offer by way of a rights issue or open offer):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that in each case the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the end of the 2026 AGM (or, if earlier, until the close of business on 16 September 2026, but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Disapply pre-emption rights

14. That, subject to the approval of Resolution 13, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, free of the restriction in section 561(1) of the Companies Act 2006; such power to be limited in the case of the authority granted under Resolution 13 and/or in the case of any sale of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, to the allotment of equity securities up to a nominal amount of £1,884,014, such power to expire at the conclusion of the 2026 AGM (or, if earlier, on the close of business on 16 September 2026) save that the Company may, before such expiry, make offers, and enter into agreements, which would, or might, require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Authority to make market purchases

15. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 20 pence each ("ordinary shares"), such power to be limited:

- a. to a maximum number of 9,420,074 ordinary shares;
- b. by the condition that the minimum price which may be paid for an ordinary share is 20 pence and the maximum price which may be paid for an ordinary share is the highest of:
 - i. an amount equal to 5% above the average market immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses, such power to expire at the conclusion of the 2026 AGM (or, if earlier, on the close of business on 16 September 2026) save that, in each case, the Company may enter into a contract or contracts to purchase ordinary shares which will or may be completed or executed wholly or partly after the expiry of such power and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

Notice period for general meetings

16. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Political donations

17. That the Company and its subsidiary companies at any time during the period for which this resolution is effective are authorised, in aggregate, to:-

- (i) Make political donations to political parties and/or independent election candidates not exceeding £30,000 in total;
- (ii) Make political donations to political organisations other than political parties not exceeding £30,000 in total; and
- (iii) Incur political expenditure not exceeding £30,000 in total, during the period beginning with the date of the passing of this resolution up to and including the conclusion of the AGM to be held in 2029 or 16 September 2029 whichever is the earlier.

The authorised sums referred to in paragraphs (i), (ii) and (iii) may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Sterling at the exchange rate published by the London edition of the Financial Times on the day on which the relevant donation is made or expenditure is incurred (of the first business day thereafter) or, if earlier, on the day on which the relevant company enters into any contract or undertaking relating to the same.

Any terms which are defined in Part 14 of the Companies Act 2006 shall bear the same meaning when used in this resolution.

By order of the Board

Jon Bolton

Group Company Secretary
30 April 2025

Registered Office: William Vinten Building, Easlea Road,
Bury St Edmunds, IP32 7BY
Registered in England and Wales No. 227691

Notes to AGM Notice of Meeting

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak or vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. 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 Equiniti Limited on +44 (0)371 384 2030. Lines are open between 8.30am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, no later than 2.00 p.m. on Saturday, 14 June 2025 (or, in the event of any adjournment, so as to arrive no later than 48 hours, excluding non-working days, before the time appointed for the adjourned AGM). It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click "View" on the 'My Investments' page and follow the on-screen instructions. If you have not registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication process.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so. If you have appointed a proxy and then attend the AGM in person, your proxy appointment will automatically be terminated.
4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Company's register of members by close of business on Friday 13th June 2025 at 6.30pm, or, in the event of any adjournment, by close of business on the date which is two working days before the time of the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 29 April 2025 the Company's issued share capital consisted of 94,200,741 ordinary shares, carrying one vote each. The Company held no shares in treasury as at this date. Therefore, the total voting rights in the Company as at 29 April 2025 were 94,200,741.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have 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.
9. 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted to be received by the issuer's agent (ID RA19) by 2.00pm on Saturday, 14 June 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST 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.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.

Notes to AGM Notice of Meeting continued

12. 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 between the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.00pm on Saturday, 14 June 2025 in order to be considered. 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.
13. 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.
14. 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).
15. Under section 338 and section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company:
 - (i) to give, to the Company's shareholders entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
 - (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Monday, 5 May 2025, being the date at which notice was given of the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request. You may not use any electronic address provided in either this Notice or in any related documents (including the Chairman's Letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
16. Any shareholder attending the 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: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the Company's interests or the good order of the meeting that the question be answered. Shareholders may submit their questions to the Board in advance of the meeting by sending an email to info@videndum.com and the Company will respond to these promptly.
17. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.videndum.com.
18. The following documents will be available for inspection at the Company's registered office at William Vinten Building, Easlea Road, Bury St Edmunds, IP32 7BY during normal business hours on each business day from the date of this Notice up to the date of the AGM and will also be available for inspection at the place of the AGM from 30 minutes before the AGM until it ends:
 - Copy of the Chairman's service contract;
 - Copies of letters of appointment of the Non-Executive Directors;
 - Copy of the proposed Restricted Share Plan Rules
19. Personal data provided by shareholders during or in respect of the AGM will be processed according to the Company's privacy policy, which is available on our website at www.videndum.com
20. The Company has in place security and health and safety arrangements for the Annual General Meeting for the benefit of its members. Any person who does not comply with security measures will be denied entry or removed from the meeting.
21. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require Videndum to publish on a website a statement setting out any matter relating to: (i) the audit of Videndum's accounts (including the Auditors report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of Videndum ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. Videndum may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where Videndum is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to Videndum's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that CCEP has been required under section 527 of the Companies Act 2006 to publish on a website.

Appendix

Summary of principal terms of the Videndum plc Restricted Share Plan (the "RSP")

Operation and eligibility

The Remuneration Committee of the Board of Directors (the "**Remuneration Committee**") will supervise the operation of the RSP.

All employees of the Group (including executive directors) will be eligible to participate in the RSP at the discretion of the Remuneration Committee.

Grant of awards

The Remuneration Committee may grant awards to acquire ordinary shares in the Company ("Shares") as conditional share awards or as nil cost options. The Remuneration Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

The Remuneration Committee may normally grant awards within the period of six weeks following: (i) the date on which the RSP is approved by shareholders; (ii) the Company's announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or (ii). The Remuneration Committee may also grant awards when there are exceptional circumstances which it considers justifies the granting of awards.

An award may not be granted more than 10 years after the date on which the RSP is approved by shareholders.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Size of awards

The Remuneration Committee may grant awards of such size as it considers appropriate.

The nature and size of any awards to an executive director of the Company must be within the scope of the shareholder approved Directors' Remuneration Policy as at the time of the grant of the relevant award.

Additional conditions

Awards will typically not be subject to any post grant vesting conditions other than the requirement for continued service within the Group through the time vesting of the award.

Awards may however be granted subject to such additional conditions (if any) relating to the vesting of the awards as considered appropriate by the Remuneration Committee.

Such conditions may include a requirement to purchase shares from personal funds and maintain the holding of such purchased shares through to the vesting date of the associated award or relevant portion thereof.

Vesting of awards

Awards shall ordinarily vest on such normal vesting date (or dates) specified for the award.

Where awards are granted in the form of options, once exercisable these will then remain exercisable up until the fifth anniversary of grant (or such shorter period specified by the Remuneration Committee at the time of grant) unless they lapse earlier. Shorter exercise periods can apply in the case of "good leavers" and/or vesting of awards in connection with corporate events.

Leaving employment

If a participant ceases to be employed within the Group, their award(s) will normally lapse on the date of termination of employment.

However, if a participant ceases to be employed with the Group due to their: (i) death; (ii) ill-health, injury or disability; (iii) the sale of the Group member or business unit which is the participant's employer company out of the Group; or (iv) in any other circumstances at the Remuneration Committee's discretion, then the participant will be treated as a 'good leaver'.

Any award(s) held by good leavers will normally vest on their normal vesting timetable, and the extent of such vesting will be determined by reference to: (i) the testing of any additional conditions; and (ii) applying a time pro-rata reduction of the number of shares under the award(s) by reference to the length of time between the grant date of the relevant award and the date of cessation of the participant's employment, relative to the full length of the original vesting period.

The Committee retains discretion to waive or relax time pro-rating. Exceptionally and at the Committee's discretion, awards held by good leavers may also vest on any earlier date after date of the participant's cessation of employment.

Any post vesting holding periods applicable to awards will normally continue to apply to a good leaver's awards, although the Remuneration Committee may choose to relax this requirement at its discretion.

Corporate events

In the event of: (i) a takeover of the Company; (ii) a scheme of arrangement (in connection with a change of control); (iii) a winding-up of the Company; (iv) a de-listing; or (v) (at the discretion of the Committee) a demerger or other event which the Remuneration Committee considers to affect the current or future value of awards, unvested awards shall vest immediately.

The extent of such vesting will be determined by reference to: (i) the testing of any additional conditions; and (ii) applying a time pro-rata reduction of the number of shares under the award(s) by reference to the length of time between the grant date of the relevant award and the date of the relevant event, relative to the full length of the original vesting period.

In the event of an internal corporate reorganisation, awards may be replaced by equivalent new awards over shares in a new holding company.

Appendix continued

Holding periods

The terms of the awards may include that a participant will ordinarily be required to retain their net of tax number of vested shares (if any) delivered under the RSP (or the full number of the vested Shares whilst held under an unexercised nil (or nominal) cost option award, where relevant) until the second anniversary of the vesting of the award.

Dividend equivalents

The Remuneration Committee may decide that participants will receive a payment (in cash and/or shares) in respect of the vesting of their award of an amount equivalent to the dividends that would have been paid on the award's number of vested shares between the time (or part of the time) when the awards were granted and the time when they vest (or where an award is structured as an option and subject to a holding period, the date of expiry of the holding period or if earlier the exercise of such award). This amount may exclude special dividends.

Override

The Remuneration Committee may cancel, reduce or increase the level of vesting that would apply to an award if it considers that such level of vesting that would otherwise result would not produce a fair result for either the participant or the Company on account of the overall business performance of the Company.

Malus and clawback

The Remuneration Committee may, in its absolute discretion, determine at any time prior to the vesting of an award to: (i) reduce the number of Shares to which an award relates; (ii) cancel an award; or (iii) impose further conditions on an award, in circumstances in which the Remuneration Committee considers such action is appropriate.

The Remuneration Committee may in its absolute discretion, determine at any time during the three-year period immediately following the vesting of an award that the participant must repay to the Company by way of clawback an amount in cash up to the aggregate value of the shares that vested.

The circumstances that would result in the Remuneration Committee determining to reduce, cancel or impose further conditions on an award before vesting or to clawback an amount of cash on shares that have vested include but are not limited to: (i) serious financial and/or material misstatement of the Company's audited financial results; (ii) serious reputational damage to the Company, any Group member or relevant business unit as a result of the participant having breached the Company's Code of Conduct (or other similar code or policy) or otherwise; (iii) a miscalculation or an assessment of any additional conditions that was based on incorrect information; or (iv) the occurrence of an insolvency or administration event.

Participants' rights

Awards will not confer any shareholder rights until the awards have vested or the options have been exercised, as relevant, and the participants have received their Shares.

Rights attaching to Shares

Any Shares allotted will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, delisting, special dividend, rights issue or other event which may, in the opinion of the Committee, affect the current or future value of shares, the Remuneration Committee may make such adjustment as it considers appropriate to the number of shares subject to an award.

Overall dilution limit

The RSP may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten year period, the Company may not issue (or grant rights to issue) more than 10% of the issued ordinary share capital of the Company under the RSP and any other (executive or otherwise) share incentive plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of such limit unless institutional investor guidelines cease to require them to count.

Amendment and termination

The Remuneration Committee may amend the RSP at any time, provided that prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the shares or cash comprised in an award and the impact of any variation of capital.

However, any minor amendment to benefit administration, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Remuneration Committee without shareholder approval.

No amendment may be made to the material disadvantage of participants in the RSP unless consent is sought from the affected participants and given by a majority of them.

The RSP will terminate on the tenth anniversary of its approval by shareholders but the rights of existing participants will not be affected by any termination.

Overseas plans

The shareholder resolution to approve the RSP will allow the Board to establish further plans for overseas territories, any such plan to be similar to the RSP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the RSP.



Videndum plc
Registered in England and
Wales with number 227691

Registered office:
William Vinten Building,
Easlea Road, Bury St
Edmunds, IP32 7BY