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If you have sold or otherwise transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

If you have sold or transferred part of your registered holding of ordinary shares in the Company, you should retain this document, together with the accompanying Form of Proxy, and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

GetBusy plc



(Incorporated in England and Wales with company number **10828058**)

Notice of 2023 Annual General Meeting

to be held at Suite 8 The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on Friday 28th April 2023 at 11 am BST.

This document should be read as a whole. Nevertheless, your attention is drawn to the letter from the Chairman which contains information about the actions to be taken in respect of the Annual General Meeting.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

GetBusy plc

(Incorporated in England and Wales with company number 10828058)

Directors:

Paul Haworth
Paul Huberman
Dr Miles Jakeman
Nigel Payne
Clive Rabie
Daniel Rabie

Registered office:

Suite 8, The Works
Unity Campus
Pampisford
Cambridgeshire
CB22 3FT

To the holders of ordinary shares of 0.15 pence each in the capital of the Company

4 April 2023

Dear Shareholder

ANNUAL GENERAL MEETING

Enclosed with this letter, you will find:

- (i) the Notice of Annual General Meeting; and
- (ii) your Form of Proxy.

A copy of our Annual Report and Accounts for the year ended 31 December 2022 can be found at www.getbusypc.com

The resolutions to be proposed at the Annual General Meeting are explained in detail below and are set out in full in the Notice of Annual General Meeting which is set out on **page 5** of this document. Resolutions 1 to 4 are being proposed as ordinary resolutions (and therefore need the approval of a simple majority of those shareholders who are present and voting in person or by proxy at the Annual General Meeting) and resolutions 5 to 7 are being proposed as special resolutions (and therefore need the approval of at least 75% of those shareholders who are present and voting in person or by proxy at the Annual General Meeting).

Explanatory Notes to the Resolutions

1. Presentation of the Company's annual accounts (resolution 1)

Resolution 1 deals with the adoption of the annual accounts for the financial year ended 31 December 2022.

2. Re-election of Director (resolution 2)

The Biographical detail of the Director standing for re-election appears on page 32 of the Annual Report 2022. Under the Company's Articles of Association, any directors (a) who have been appointed by the directors since the last annual general meeting, or (b) who were not appointed or reappointed at one of the preceding two annual general meetings, must retire from the office and may offer themselves for reappointment by the members. Resolution 2 proposes that, having retired and offered himself for re-election, Paul Huberman be re-elected as a Director of the Company. Having considered the performance of the Director, the Board remains satisfied that his performance continues to be effective and that he demonstrates commitment to the role.

3. Re-appointment and remuneration of auditor (resolution 3)

Resolution 3 proposes the re-appointment of RSM UK Audit LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and authorises the Directors to set the auditors' remuneration.

4. Authority to issue new ordinary shares (resolution 4)

It is considered prudent and is widely accepted practice amongst companies with shares admitted to trading on AIM to maintain general share allotment authorities such as these to enable the Directors to take advantage of opportunities to develop the Company's business.

Under section 551 of the Companies Act 2006 (the "CA 2006"), the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised by the shareholders to do so. The authority granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting.

Accordingly, resolution 4 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any securities into, shares (a) up to an aggregate nominal amount of **£25,285.74 representing approximately one-third (33.33 per cent)** of the issued share capital of the Company as at 31 March 2023 (being the latest practicable date prior to the publication of this document); and (b) in connection with a rights issue, up to an additional aggregate nominal amount of **£50,571.49 corresponding to approximately two-thirds**

(66.67 per cent) of the issued share capital of the Company as at 31 March 2023 (being the latest practicable date prior to publication of this document).

The Directors have no present intention to exercise the authorities sought under this resolution. However, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives.

As at the date of this Notice of Annual General Meeting, the Company holds no treasury shares.

If given, these authorities will expire at the Annual General Meeting in 2024 or, if earlier, the date which is 15 months after the passing of the resolution. It is the Board's current intention to seek renewal of such authorities at each future Annual General Meeting of the Company.

5. Authority to dis-apply pre-emption rights (resolutions 5 & 6)

Section 561(1) of the CA 2006 requires that on an allotment of equity securities for cash, such equity securities are offered first to existing shareholders pro rata to their holdings.

The Company is seeking general shareholder authority by way of special resolution to give the Directors authority to allot shares for cash without first offering them to existing shareholders on a pro-rata basis.

The authority sought is limited, other than in relation to any rights issue, open offer or other pre-emptive issue, to shares having an aggregate nominal value of **£7,585.72** corresponding to approximately 10 per cent. of the issued share capital of the Company as **at 31 March 2023** (being the latest practicable date prior to the publication of this document). Accordingly, the Directors will only be able to issue this smaller amount (and not the full amount referred to in the notes to resolution 4) for cash unless, at the time of any issue of a larger amount, the Company's then existing shareholders are also given the opportunity to participate in such a larger issue (subject to some limited exceptions) pro rata to their respective holdings of ordinary shares.

Resolution 6 seeks additional approval for the disapplication of pre-emption rights on shares issued for cash up to a further nominal value of **£7,585.72** corresponding to approximately 10 per cent. of the issued share capital of the Company as **at 31 March 2023** (being the latest practicable date prior to the publication of this notice). This authority can only be exercised in connection with financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice.

Although there is currently no intention to make use of this authority, the Directors consider that it is in the interests of the Company, it is considered prudent and is widely accepted practice amongst AIM-traded companies to maintain general authorities such as these so as to enable the Directors to take advantage of opportunities to develop the Company's business.

Resolutions 5 and 6 reflect the recommendations in Pre-Emption Group's revised Statement of Principles issued on 4 November 2022 for the disapplication of pre-emption rights (the "**Statement of Principles**"). The Statement of Principles implemented the recommendations of the UK Secondary Capital Raising Review that, subject to certain conditions, permitted non-pre-emptive issuances should increase from 10 per cent. to 20 per cent. of a company's issued share capital. The Company is supportive of this change in policy and considers that the change will give the Company additional flexibility to enable allotments to finance business opportunities.

In relation to any exercise of this authority, the Directors will have due regard to the Statement of Principles, which allow the Company in any one year to issue non-pre-emptively for cash an amount equal to 10 per cent. of the Company's issued share capital for any purpose and an additional amount equal to 10 per cent. of the Company's issued share capital in connection only with financing or refinancing an acquisition or specified capital investments (of a kind contemplated by the Statement of Principles most recently published prior to the date of this Notice).

The Board confirms that the additional 10 per cent. authority will only be used in connection with financing or refinancing an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.

Although there is currently no intention to make use of these authorities, the Directors consider that it is in the interests of the Company, it is considered prudent and is widely accepted practice amongst AIM-traded companies to maintain general authorities such as these so as to enable the Directors to take advantage of opportunities to develop the Company's business.

If resolutions 5 and 6 are passed, the authorities will expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, the date which is 15 months after the date of passing of the resolutions. It is the Board's current intention to seek renewal of such authorities at each future Annual General Meeting of the Company.

6. Authority to make market purchases of own shares (resolution 7)

This resolution will give the Company authority to purchase its own shares in the market up to a limit of 10 per cent of its issued share capital. The maximum and minimum prices are stated in the resolution. The Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. The Directors will

exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

In the event that shares are purchased, they may either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares.

LOCATION OF MEETING

The Annual General Meeting will be held at Suite 8 The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on 28 April at 11am BST.

ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

We are pleased to announce that, at the time of issuing this Notice, the Annual General Meeting will be held in person.

To comply with building safety requirements, any shareholders planning to attend the Annual General Meeting in person are requested to notify the Company Secretary, Paul Haworth, at least 48 hours in advance of the start of the meeting by sending an e-mail to investors@getbusy.com with the subject heading “AGM Attendance”.

Whether or not shareholders intend to attend the Annual General Meeting in person, the Board encourages shareholders to exercise their votes by submitting their proxy in advance of the Annual General Meeting and to appoint a proxy with their voting instructions. The return of a completed Proxy Form (as defined in the notes to the Notice), will not preclude a shareholder from attending the Annual General Meeting in person, should they subsequently decide to do so.

If it is necessary to provide you with further information about the Annual General Meeting, or notify you about any alternative arrangements, we will do so on our website (www.getbusyplc.com).

RECOMMENDATION

The Board considers that all the resolutions to be proposed at the Annual General Meeting as set out in this document are in the best interests of the Company and will promote the success of the Company for the benefit its shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of the resolutions, as each of the members of the Board who hold shares in the Company, intend to do in respect of their individual holdings of shares in the Company.

Yours faithfully

Dr Miles Jakeman, AM
Chairman

Notice of Annual General Meeting

GetBusy plc

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**Meeting**") of GetBusy plc (the "**Company**") will be held at Suite 8 The Works, Unity Campus, Pampisford, Cambridgeshire, CB22 3FT on 28th April 2023 at 11.00 am BST to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 to 7 will be proposed as special resolutions.

Ordinary business

Report and accounts

1. THAT the Company's annual accounts for the financial year ended 31 December 2022, together with the Directors' report and Auditor's report on those accounts, be received and adopted.

Re-election of Director

2. THAT Paul Huberman, who retires and offers himself for re-appointment by general meeting, be re-elected as a Director of the Company.

Re-appointment and remuneration of auditor

3. THAT RSM UK Audit LLP be re-appointed as the Company's auditors to hold office from the conclusion of this Meeting until the conclusion of the next meeting at which accounts are laid before the Company and that the Directors be authorised to set the remuneration of the auditors.

Issue of ordinary shares

4. THAT the Directors be generally and unconditionally authorised and empowered pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - (i) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of **£25,285.74** (such amount to be reduced by the nominal amount allotted or granted under (ii) below in excess of such sum); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of **£50,571.49** (such amount to be reduced by allotments or grants made under paragraph (i)) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorities to expire on the earlier of the next Annual General Meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer(s) or agreement(s) as if the authorisations conferred hereby had not expired.

Special business

Disapplication of pre-emption rights

5. THAT, subject to the passing of resolution 4 set out in the Notice of Annual General Meeting of the Company, the Directors be given power pursuant to sections 570 (1) and 573 of the Act to:
 - (i) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisations conferred by that resolution;
 - (ii) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
 - (a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 4(ii), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled

to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;

- (b) in the case of the authorisation granted under resolution 4(i) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of **£7,585.72**; and
- (c) in the case of the authorisation granted under resolution 4(i) above (or in the case of any sale of treasury shares) and otherwise than pursuant to paragraph (a) or paragraph (b) of this resolution, up to a nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

and this authority shall expire on the earlier of the next Annual General Meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) 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, or sell treasury shares in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired.

6. THAT, subject to the passing of resolutions 4 and 5 set out in the Notice of Annual General Meeting of the Company, the Directors be authorised in accordance with section 570(1) and 573 of the Act, in addition to the power given under resolution 5, to:

- (i) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (i) of that resolution 4; and
- (ii) used only in connection with financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice,

as if section 561(1) of the Act did not apply to any such allotment or sale, save that this power shall be:

- (a) limited to the allotment of equity securities for cash and the sale of treasury shares, up to a maximum aggregate nominal value of **£7,585.72** (being the nominal value of 10 per cent. of the issued share capital of the Company); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the directors have determined to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting, or for any other purposes as the Company in general meeting may at any time by special resolution determine; and
- (c) limited to the allotment of equity securities for cash or sale of treasury shares (otherwise than under paragraph (a) of this resolution) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

and this authority shall expire on the earlier of the next Annual General Meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) 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, or sell treasury shares in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired.

Authority to purchase GetBusy plc shares

7. THAT, the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its shares of 0.15 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of shares which may be purchased is 10 per cent of the Company's issued share capital;

- (b) the amount paid for each share (exclusive of expenses) shall not be less than 0.15 pence per share nor more than the higher of (1) five per cent. above the average of the middle market quotation for shares as derived from the AIM Section of the Daily Official List of the London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange trading system;
- (c) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting to be held in 2024 or, if earlier, the date which is 15 months after the passing of the resolution; and
- (d) the Company may, before this authority expires, make a contract to purchase shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of shares pursuant to it as if this authority had not expired.

BY ORDER OF THE BOARD

Paul Haworth

Company Secretary

Registered office:

Suite 8, The Works,
Unity Campus
Pampisford
Cambridgeshire, CB22 3FT

Registered in England and Wales No 10828058

4 April 2023

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast) only those members registered on the Company's register of members:

- at the close of business on the day that is 48 hours prior to the Meeting; or
- if this Meeting is adjourned, at the time which is 48 hours prior to the adjourned meeting.

Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a Form of Proxy with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company.
3. 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 have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.
4. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Meeting. The completion of a proxy does not normally preclude a member from attending a meeting of the Company's shareholders.

Appointment of proxies using hard copy form

5. The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy or proxies using the Form of Proxy, the form must be:

- completed and signed;
- sent or delivered to the offices of the Company's registrars, Computershare Investor Services PLC in accordance with the reply paid details or by hand or courier only to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- received by Computershare Investor Services PLC no later than 48 hours prior to the time set for the start of the Meeting (not taking into account any part of a day that is not a working day).

CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company whose capacity must be stated.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

In each case the proxy appointment must be received not less than 48 hours (not taking into account any part of a day that is not a working day) before the time for the holding of the Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarised certified copy of such authority) under which it is signed.

All holders will also have the option to vote online at www.investorcentre.co.uk/eproxy - details of how to do this are included on the Form of Proxy.

Appointment of proxies through CREST

6. As an alternative to completing the hard-copy Form of Proxy, CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (with such procedures, as applicable, being read in conjunction with the appointment restrictions detailed in these Notes). CREST Personal Members or other CREST sponsored members,

and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment 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 & Ireland Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company’s agent (ID: 3RA50) by not later than 48 hours prior to the time appointed for the Meeting or adjourned meeting. 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 Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service 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.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint the Chairman of the Meeting or another individual as 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).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed the Chairman of the Meeting or another individual as your proxy using the hard-copy Form of Proxy and would like to change the instructions using another Form of Proxy, please contact the Company Secretary, Paul Haworth by e-mail to investors@getbusy.com.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was last deposited or received, none of them shall be treated as valid.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Company Secretary, Paul Haworth by e-mail to investors@getbusy.com. 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 the Company Secretary not less than two hours before the time for holding the Meeting or adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.

Corporate representatives

10. Any 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 powers over the same shares.

Issued shares and total voting rights

11. As at 31 March 2023 (being the last practicable date prior to the publication of this Notice), the Company’s issued share capital comprised **50,571.49** ordinary shares of 0.15 pence each. 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 31 March 2023 is 50,571.49.

Notice to move

12. Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company 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 the date 6 clear weeks before 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.

Right to ask questions

13. Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

Documents on display

14. A copy of the terms and conditions of appointment of non-executive directors is available for inspection at the Company's registered office during normal business hours from the date of this Notice until the close of the Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Meeting for at least 15 minutes prior to and during the Meeting. If you would like to view any of those documents, please email the Company Secretary with 'AGM 2023' in the subject line at investors@getbusy.com in order to arrange an appointment.

Sanctions

15. We note that international financial sanctions regimes, including those related to the ongoing situation in Ukraine, may constrain the ability of any shareholders subject to such sanctions to exercise their rights attaching to their shares, including rights to vote at the Meeting and other general meetings, and to have those rights recognised by the Company. We will continue to monitor this situation, and the Company's obligations to take into account the votes of shareholders will at all times remain subject to compliance with all applicable law and regulation then in force.

Communication

16. Except as provided above, members who have general queries about the Meeting should email the Company Secretary at investors@getbusy.com.

You may not use any electronic address provided either:

- in this Notice of Annual General Meeting; or
- any related documents (including the Form of Proxy),

to communicate with the Company for any purposes other than those expressly stated.