THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are advised to immediately consult your stockbroker, solicitor, accountant or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your ordinary shares of £0.001 each in the capital of Defence Holdings Plc (**Company**) (**Ordinary Shares**), please pass this document, together with the accompanying documents (excluding the personalised proxy form) as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

DEFENCE HOLDINGS PLC

(Incorporated and registered in England and Wales with company number 12187837)

Notice of Annual General Meeting and Letter from the Chair

Notice of the annual general meeting of the Company, to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 3.00 p.m. on 22 September 2026, is set out at the end of this document.

If you are a retail shareholder and hold your shares through a platform or nominee (such as Hargreaves Lansdown, or similar), please see the Chair's letter for instructions on how to vote.

If you are a shareholder in your own name, please complete and return the enclosed proxy form. To be valid, the accompanying proxy form should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 3.00 p.m. on 18 September 2026. Copies of this document will be available free of charge from the Company's website. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the annual general meeting should they so wish.

PART I

LETTER FROM THE CHAIR

DEFENCE HOLDINGS PLC

(Incorporated and registered in England and Wales with company number 12187837)

Directors:
Lord Houghton of Richmond (*Non-Executive Chairman*)
Andrew Roughan (*Chief Executive Officer*)
Andrew McCartney (*Chief Technology Officer*)
Brian Stockbridge (*Executive Director*)
James Norwood (*Non-Executive Vice Chairman*)
Ian Yarwood-Lovett (*Independent Non-Executive Director*)
Anthony Stazicker CGC (*Non-Executive Director*)
Derek Lew (*Non-Executive Director*)

Registered office:
21 Arlington Street, London,
England, SW1A 1RN

27 August 2026

To Shareholders and, for information only, to holders of warrants or options over Ordinary Shares in the Company

Dear Shareholder

Annual General Meeting 2026 (AGM)

I am writing to inform you that the AGM will be held at 3.00 p.m. on 22 September 2026 and to confirm the arrangements for the holding of the AGM.

1. Notice of AGM

The formal notice of the AGM is set out on page 4 of this letter (**Notice of AGM**) and contains the resolutions to be considered and voted on at the meeting (**Resolutions**).

The board of directors (**Board**) has set out further detail on and context to the Resolutions in Part II of this document.

2. Annual Accounts

The annual report and accounts for the Company for the period ended 31 March 2026 are enclosed with this letter. They can also be accessed on our website at www.defenceplc.com/investors.

3. Action to be taken

Shareholders holding through nominees/platforms

If you hold shares through a nominee or platform (such as Hargreaves Lansdown, or similar), please send your voting instructions to your nominee or platform. They will aggregate your votes and submit them. Your nominee will be the holder of record on the Company's share register and will therefore need to submit the votes on your behalf. If you submit a form of proxy it will be invalid and your votes will not be counted.

Registered shareholders

If you hold your shares in your own name (rather than through a nominee or platform), a personalised proxy form is enclosed for use by you in connection with the AGM.

Even if you intend to attend the AGM in person, you are requested to complete and sign the proxy form in accordance with the notes to the Notice of AGM and instructions printed on it and return it to the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 3.00 p.m. on 18 September 2026.

If you are a CREST member, you may submit your proxy electronically through CREST. Details of how to do so are set out in the notes to the Notice of AGM.

4. Recommendation

The Directors believe that all of the resolutions to be put to the AGM are in the best interests of the Company and will promote its success for the benefit of the Shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings.

5. Results

The results of the AGM will be announced through a Regulatory Information Service and on the Company's website at www.defenceplc.com/investors as soon as possible after the meeting has been held.

Yours faithfully

Lord Houghton of Richmond
Chair

PART II

NOTICE OF ANNUAL GENERAL MEETING

DEFENCE HOLDINGS PLC

(Incorporated and registered in England and Wales with registered number 12187837)

NOTICE IS GIVEN that an annual general meeting of Defence Holdings Plc (**Company**) will be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on 22 September 2026 at 3.00 p.m. to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and Resolutions 10 and 11 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Report and accounts

1. To receive the audited accounts of the Company for the financial period ended 31 March 2026 together with the auditors' and directors' reports on those accounts.
2. To approve the directors' remuneration report for the financial period ended 31 March 2026 set out in the audited accounts for the financial period ended 31 March 2026.
3. To approve, in accordance with s 439A Companies Act 2006 (**CA 2006**) the Directors' Remuneration Policy set out on pages 13 to 15 of the annual report and accounts of the Company for the financial year ended 31 March 2026, such policy to take effect immediately after the conclusion of the Annual General Meeting.

Reappointment of directors

4. To reappoint Lord Houghton of Richmond as a director of the Company.
5. To reappoint Andrew Roughan as a director of the Company.
6. To reappoint Derek Lew as a director of the Company.

Reappointment of auditors

7. To reappoint Parker Russell UK LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

Auditors' remuneration

8. To authorise the directors to fix the auditors' remuneration.

Directors' authority to allot shares

9. That:

9.1 the Directors be generally and unconditionally authorised pursuant to section 551 of the CA 2006 to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company (**Rights**) up to an aggregate nominal amount of £2,873,486 provided that this authority will, unless previously renewed, varied or revoked, expire on 31 December 2027 or, if earlier, at the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the Directors may allot or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and

9.2 this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Rights, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

10. That subject to the passing of resolution 9:

10.1 in accordance with section 570 of the Companies Act 2006 (CA 2006), the directors be given the general power to allot equity securities (as defined in section 560 CA 2006) for cash, pursuant to the authority conferred by resolution 9 for cash as if section 561(1) CA 2006 did not apply to any such allotment. This power is limited to:

10.1.1 (subject to such exclusions or other arrangements as the board of directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under, the laws of any territory or the requirements of any regulatory body or stock exchange) the allotment of equity securities in connection with an offer by way of a rights issue;

10.1.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

10.1.1.2 holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

10.1.2 the allotment (otherwise than pursuant to paragraph 10.1.1) of equity securities up to an aggregate nominal amount of £2,873,486; and

10.2 the directors may, for the purposes of 10.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or any regulatory body or stock exchange;

10.3 the power granted by this resolution will expire on 31 December 2027 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and

10.4 this resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) CA 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

Notice of meetings

11. That, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Brian Stockbridge
Company Secretary

Dated: 27 August 2026

Registered office:
21 Arlington Street, London, England, SW1A 1RN

EXPLANATORY NOTES

1. Report and accounts

The directors are required to present to the meeting the directors' reports, the independent auditors' report and the audited financial statements of the Company for the financial period ended 31 March 2026. In accordance with best practice the Company proposes, as an ordinary resolution, Resolution 1 to receive the annual report and audited accounts of the Company for the financial period ended 31 March 2026.

2. Directors' remuneration report and remuneration policy

The Company must prepare a directors' remuneration report for the financial period ended 31 March 2026 to be approved by shareholders. The Company is seeking this approval by proposing, as an ordinary resolution, Resolution 2. The vote on Resolution 2 is advisory only; no entitlement of a director to remuneration is conditional on Resolution 2 being passed.

Under the Companies Act 2006, the Company is required to present a directors' remuneration policy for approval by shareholders at least every three years. The Company may not make a remuneration payment or payment for loss of office to a person who is, or is to become, or has been a director of the Company unless that payment is consistent with the latest approved directors' remuneration policy or has otherwise been approved by a resolution of shareholders. Shareholders are being asked to approve the Directors' Remuneration Policy, which forms part of the Directors' Remuneration Report and is set out on pages 13 to 15 of the annual report and accounts. The resolution is binding on the Company. If the resolution is not passed, the Company will seek shareholder approval for a revised policy before the 2027 AGM. In the meantime, the current policy will continue in effect. The Company is seeking the approval of the Directors' Remuneration Policy by proposing, as an ordinary resolution, Resolution 3.

3. Re-appointment of directors

In accordance with the Company's articles of association, each director must retire at (i) the first annual general meeting following their appointment (if appointed by the Board) and (ii) the third annual general meeting after the annual general meeting or general meeting at which they were appointed or last re-appointed. The Board believes that each director continues to be vital to the Company's success, makes a positive contribution to the Board and demonstrates the utmost commitment to their role. The Board considers each of the Company's non-executive directors to be independent and in the Board's view there are no impediments to the non-executive directors' independence. Resolutions 4, 5 and 6 will be proposed as ordinary resolutions.

Brief biographical details of each of the directors that are seeking re-appointment are set out below:

Lord Houghton of Richmond (Non-Executive Chairman)

Former Chief of the Defence Staff of the United Kingdom, Lord Houghton brings over four decades of strategic leadership across defence and national security. As Non-Executive Chairman of Defence Holdings PLC, he guides the company's mission to advance sovereign capability through innovation in AI and information resilience.

Andrew Roughan (Chief Executive Officer)

A senior executive with experience across government-aligned technology, defence and critical infrastructure. Formerly the CEO of Plexal from 2018, leading innovation programmes with government and national security partners and overseeing organisational growth. He was also part of the founding team at Here East, and earlier held senior roles in telecoms and data centres, including at Cable & Wireless, focused on strategy, operations and infrastructure delivery.

Derek Lew (Non-Executive Director)

Derek played a pivotal leadership role during the Company's strategic pivot to Defence Holdings PLC. He steered strategic repositioning efforts and ensured continuity of governance during this transitional phase in mid-2025. As Non-Executive Director, Derek continues to support the Board with strategic oversight, drawing on his experience guiding the Company through restructuring, capital raises, and repositioning into its current defence-first trajectory.

4. Re-appointment of auditors and remuneration

For each financial period in respect of which auditors are to be appointed, the Company is required to appoint auditors before the end of the general meeting at which the annual reports and accounts for the previous financial period are laid before members. Parker Russell UK LLP has indicated willingness to continue as the Company's auditor. Resolutions 7 and 8 are ordinary resolutions to re-appoint them and give the directors the discretion to determine their remuneration.

5. Directors' authority to allot shares

The directors currently have authority to allot Ordinary Shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority is due to expire at the conclusion of the AGM.

The directors are seeking, by Resolution 9 to renew that authority over Ordinary Shares up to a maximum nominal amount of £2,873,486, representing approximately 100% of the Company's issued share capital as at 26 August 2026 (being the latest practicable date prior to publication of this document).

If approved by shareholders this authority will expire on 31 December 2027 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 9 is an ordinary resolution.

6. Disapplication of statutory pre-emption rights

The directors currently have the power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). This power is due to expire at the conclusion of the AGM.

The directors are seeking, by Resolution 10 to renew this power to apply in circumstances where:

a) the allotment takes place in connection with a rights issue or other pre-emptive offer; or

b) the allotment is limited to a maximum nominal amount of £2,873,486 representing approximately 100% of the nominal value of the issued ordinary share capital of the Company as at 26 August 2026, being the latest practicable date before publication of this notice.

If approved by shareholders these powers will expire on 31 December 2027 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 10 is a special resolution.

7. Notice of general meetings

The Company, being admitted to trading on the Main Market of London Stock Exchange plc, can call a general meeting (that is not an annual general meeting) on not less than 14 days' notice if a resolution reducing the period of notice was passed at the last annual general meeting or a general meeting held since the last annual general meeting (as the case may be). The effect of this is that the directors will have the ability to call a general meeting on not less than 14 days' notice. Resolution 11 is a special resolution.

Notes to the notice of annual general meeting

Entitlement to attend and vote

1. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those shareholders registered in the register of members of the Company by 3.00 p.m. on 18 September 2026, or, if the meeting is adjourned, in the register of members 48 hours (excluding any part of a day that is not a working day) before the date of any adjourned meeting will be entitled to attend and vote (including by proxy) in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act, is available from www.defenceplc.com/investors.

Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise your right to vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chair of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chair) and give your instructions directly to the relevant person.

5. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.

6. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at 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. Discretionary votes are permissible but will be cast on resolutions at the chair of the meeting's, or your appointed proxy's (if applicable), absolute discretion. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

Appointment of a proxy using the hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

8. To appoint a proxy using the proxy form enclosed, it must be:

   a) completed and signed;

   b) sent or delivered to the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD; and

   c) received by the Company's registrars no later than 3.00 p.m. on 18 September 2026.

9. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

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

Appointment of proxies through CREST

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

12. 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 & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: 7RA11) by 3.00 p.m. on 18 September 2026. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

13. 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 the relevant CREST sponsor or voting service provider(s) take(s)) such action as is 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.

14. 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 (SI 2001/3755).

Appointment of proxy by joint members

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

Changing proxy instructions

16. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 8 or 12 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

17. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 5 above.

18. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

19. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 8.b) above. 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.

20. The revocation notice must be received by the Company no later than 3.00 p.m. on 18 September 2026.

21. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 22 below, your proxy appointment will remain valid.

22. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

23. A corporation, which is a member, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

24. As at 3.00 p.m. on 26 August 2026 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 2,873,485,974 Ordinary Shares. Each Ordinary Share carries the right to one vote at an annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at 3.00 p.m. on 26 August 2026 is 2,873,485,974.

Communication

25. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.