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 £0.01 each in the capital of Nomad Compute PLC (**Company**) (**Ordinary Shares**), please pass this document, together with the accompanying documents (not including 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.

NOMAD COMPUTE PLC

(formerly Visum Technologies PLC)

(Incorporated and registered in England and Wales with registered number 13211334)

Fundraising and capital reorganisation

Notice of General Meeting

and

Letter from the Chair

Notice of the general meeting of the Company, to be held at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 5 June 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, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom by no later than 10.00 a.m. on 3 June 2026. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the general meeting should they so wish.

PART I

LETTER FROM THE CHAIR

NOMAD COMPUTE PLC

(Incorporated and registered in England and Wales with registered number 13211334)

Directors:	*Registered office*:
Jonathan Bixby (*Executive Chair)* Paul Kennedy *(Non-executive Director*)) Marc Dixon *(Non-executive Director)*	85 Great Portland Street, First Floor, London W1W 7LT

20 May 2026

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

Dear Shareholder

1. Introduction

On 18 May 2026, the Company announced a conditional fundraising to raise gross proceeds of £3.124 million (**Fundraising**). The Fundraising is conditional upon, among other things, the passing of a resolution to reduce the nominal value of the Company's ordinary shares of £0.01 (**Existing Ordinary Shares**) and resolutions to authorise the issue and allotment of new shares in the capital of the Company.

The purpose of this document is to inform you that a general meeting of the Company will be held at 10.00 a.m. on 5 June 2026 (**GM**) and to confirm the arrangements for the holding of the GM.

2. Background

On 30 April 2026, the Company announced its change of name and a new strategic direction. That direction to focus on the development, deployment, and operation of modular, containerised edge artificial intelligence (**AI**) compute infrastructure environments for global enterprise and sovereign markets.

The global build-out of artificial intelligence is exposing structural limitations in centralised cloud infrastructure: latency constraints, data sovereignty requirements, escalating power costs, and grid connection delays of two to three years in major markets. In addition, the establishment of fixed large infrastructure projects experience considerable planning and political hurdles. These factors are driving demand for distributed, modular compute capacity that can be deployed rapidly at locations close to data sources, energy supply, and end customers.

The Company intends to address this opportunity by deploying modular GPU compute containers at locations globally where stranded energy, sovereign data residency requirements, or proximity to industrial customers create structural advantages over centralised cloud infrastructure. The Company's initial deployment focus will focus on customers seeking to develop national and corporate AI capability without dependence on hyperscale cloud providers.

The purpose of the Fundraising to provide working capital to fund the recruitment of a senior technical team, secure original-equipment-manufacturer hardware allocations, and develop the Company's first proof-of-concept compute deployment.

3. GM and the Resolutions

The formal notice of the GM is set out on page 5 of this document (**Notice of GM**) and contains the resolutions to be considered and voted on at the meeting (**Resolutions**).

Resolution 1 – capital reorganisation

Under the Companies Act 2006, a company must not issue shares at a price lower than their nominal value. The Fundraising was conducted at £0.00125 per share, so it is necessary to lower the nominal value of an ordinary share from £0.01 (one penny) to £0.0001 (one hundredth of a penny).

Resolution 1 is an ordinary resolution and splits each Existing Ordinary Share into one new ordinary share of £0.0001 (**New Ordinary Share**) and one new deferred share of £0.0099 (**Deferred Share**).

The Deferred Shares will have no dividend or voting rights and, upon a return of capital, the right only to receive the amount paid up thereon after the holders of ordinary shares in the capital of the Company have received the aggregate amount paid up thereon plus £100,000 per share. No certificates will be issued for the Deferred Shares and CREST accounts will not be credited with Deferred Shares. The Deferred Shares will not be admitted to trading on any exchange.

Subject to Resolution 1 being passed, it is expected that dealings in and settlement in CREST of the Existing Ordinary Shares will continue until the close of business on 5 June 2026 when, in the case of Existing Ordinary Shares held in certificated form, the register will be closed for transfers. The registration of uncertificated holdings in respect of Existing Ordinary Shares will be disabled. The record date for the sub-division of the Existing Ordinary Shares will be 6.00 p.m. on 5 June 2026. It is expected that admission of the New Ordinary Shares will become effective on the Aquis Stock Exchange and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on 8 June 2026 (**Admission**).

It is intended that new share certificates will be sent to shareholders, who hold their shares in certificated form, following Admission. These new share certificates will replace existing share certificates. Definitive certificates for the New Ordinary Shares to be issued in certificated form are expected to be dispatched by post no later than 19 June 2026. Temporary documents of title will not be issued. Pending despatch of definitive share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the register held by the Company's registrars. Shareholders who hold their Existing Ordinary Shares in uncertificated form are expected to have their CREST accounts credited with the New Ordinary Shares as soon as possible after 8.00 a.m. on 8 June 2026.

Resolutions 2 and 3 – share authorities

The Board is seeking, by Resolution 2, to obtain authority to allot ordinary shares in the Company up to a maximum nominal amount of £325,474, representing approximately 1175% of the Company's issued share capital as at 19 May 2026 (being the latest practicable date prior to publication of this document). Resolution 2 is an ordinary resolution.

The Board is then seeking, by Resolution 3, the power to allot these 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). Resolution 3 is a special resolution.

Resolutions 2 and 3 will permit the Company to issue and allot New Ordinary Shares to satisfy the Fundraising and warrants conditionally granted to Fortified Securities and Jonathan Bixby as referred to in the Company's 18 May 2026 announcement (**Warrants**).

Resolution 4 – amendment of the Company's articles of association

Resolution 4 is a special resolution to amend the Company's articles of association to create the Deferred Shares.

4. 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 is unlikely to be valid and, if it is invalid, 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 GM.

Even if you intend to attend the GM in person, you are requested to complete and sign the proxy form in accordance with the notes to the Notice of GM and instructions printed on it and return it to the Company's registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom by no later than 10.00 a.m. on 3 June 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 GM.

5. Recommendation

The Directors believe that the Resolutions are in the best interests of the Company and will promote its success for the benefit of 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.

If the Resolutions are not passed, the Fundraising will not proceed.

Yours faithfully

Jonathan Bixby
Executive Chair

PART II

NOTICE OF GENERAL MEETING

NOMAD COMPUTE PLC

(Incorporated and registered in England and Wales with registered number 13211334)

NOTICE IS GIVEN that a general meeting of Nomad Compute PLC (**Company**) will be held at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 5 June 2026 to consider and, if thought fit, pass the following resolutions.

ORDINARY RESOLUTIONS

1. That, and conditional upon the passing of Resolution 4, every ordinary share of £0.01 each in the capital of the Company (**Existing Ordinary Share**) is sub-divided and reclassified into one ordinary share of £0.0001 each (**New Ordinary Share**) and one deferred share of £0.0099 each in the capital of the Company (**Deferred Share**), with each New Ordinary Share having the same rights and restrictions (except as to nominal value) as the Existing Ordinary Shares and each Deferred Share having the rights and restrictions set out in Resolution 4.

2. That:

   2.1 the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**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 £325,474 in connection with the Fundraising and Warrants (as defined in the circular of which this notice forms part), provided that this authority will, unless previously renewed, varied or revoked, expire on 31 July 2026, 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

   2.2 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

3. That, subject to the passing of Resolution 2:

   3.1 in accordance with section 570 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 2 for cash as if section 561(1) CA 2006 did not apply to any such allotment. This power is limited to the allotment of equity securities up to an aggregate nominal amount of £325,474 in connection with the Fundraising and Warrants;

   3.2 the directors may, for the purposes of paragraph 3.1, 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;

   3.3 the power granted by this resolution will expire on 31 July 2026, (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

3.4 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.

4. That a new article 6A be inserted into the Company's articles of association as follows:

"6A. Any deferred shares in issue shall have the following rights and shall be subject to the following restrictions:

6A.1 on the winding up of the Company, after the holders of ordinary shares have received the aggregate amount paid up thereon plus £100,000 per ordinary share, there shall be distributed amongst the holders of the deferred shares an amount equal to the nominal value of the deferred shares and thereafter any surplus shall be distributed amongst the holders of the ordinary shares pro rata to the number of ordinary shares held by each of them respectively;

6A.2 the deferred shares shall not carry any entitlement to dividends;

6A.3 the Company may purchase, in accordance with the Companies Acts, all the deferred shares in issue at any time for no consideration. Pending such purchase, each holder of deferred shares will be deemed to have irrevocably authorised the Company, at any time:

6A.3.1 to appoint any person to execute (on behalf of the holders of the deferred shares) a transfer thereof and/or an agreement to transfer the same to the Company or to such person or persons as the Company may determine as custodian thereof; and

6A.3.2 pending such transfer, to retain such holder's certificate for the deferred shares;

6A.4 the deferred shares will not confer on the holders thereof any entitlement to receive notice of or to attend or vote at any general meetings of the Company;

6A.5 except as provided above, the deferred shares shall carry no right to participate in the profits or assets of the Company; and

6A.6 the rights attaching to the deferred shares shall not be or be deemed to be varied or abrogated by the passing of any resolution of the Company reducing its share capital or cancelling the deferred shares but so that none of the rights or restrictions attached to the deferred shares shall be or be deemed to be varied or abrogated in any way by the passing or coming into effect of any special resolution of the Company to reduce its share capital and/or reduce or cancel (as the case may be) its share premium account (including a special resolution to reduce the capital paid-up or to cancel such deferred shares) provided that upon a cancellation of all the deferred shares the Company's articles of associations shall automatically be altered by the deletion of article 6A."

By order of the Board

Capital Plus Partners Limited
Company Secretary

Registered office:
85 Great Portland Street, First Floor
London W1W 7LT

Dated: 20 May 2026

Notes to the notice of 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 6.00 p.m. on 3 June 2026, or, if the meeting is adjourned, in the register of members at 6 p.m. two days (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 https://www.tigerinvests.com/.

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, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, or the registrar's helpline on 0370 703 6032. 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, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom; and

    c) received by the Company's registrars no later than 10.00 a.m. on 3 June 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: 3RA50) by 10.00 a.m. on 3 June 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 10.00 a.m. on 3 June 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 6.00 p.m. on 19 May 2026 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 276,971,801 Existing Ordinary Shares. The total number of voting rights in the Company as at 6.00 p.m. on 19 May 2026 is 276,971,801.

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.

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