

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Mortgage Advice Bureau (Holdings) plc, please send this Notice of Annual General Meeting and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

# Mortgage Advice Bureau (Holdings) plc



## Mortgage Advice Bureau

### Notice of Annual General Meeting

Your attention is drawn to the letter from the Chair of Mortgage Advice Bureau (Holdings) plc (the “Company” or “MAB”) which is set out in Part I of this circular to shareholders (“Circular”) and which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the Company to be held at 1.00 pm on Wednesday, 22 May 2024 at Capital House, 2 Pride Place, Derby, DE24 8QR is set out at the end of this Circular. Shareholders will also find enclosed with this Circular a proxy form for use in connection with the Annual General Meeting.

To be valid, the proxy form should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company’s registrars, Equiniti, by no later than 1.00 pm on Monday, 20 May 2024. The proxy form can be delivered by post to Equiniti, Freepost RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU or (during normal business hours only) by hand to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting [www.shareview.co.uk](http://www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number (this is the number printed on your proxy form). Full instructions are given on the website. To be valid, your proxy appointment(s) and instructions should reach Equiniti no later than 1.00 pm on Monday, 20 May 2024.

Completion and return of a proxy form will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. Further instructions relating to the proxy form are set out in the notice of the Annual General Meeting.

## **PART I**

### **Letter from the Chair**

#### **Directors:**

Katherine Innes Ker  
Peter Brodnicki  
Ben Thompson  
Lucy Tilley  
Nathan Imlach  
David Preece  
Mike Jones

23 April 2024

Dear Shareholder

#### **Annual General Meeting**

I am pleased to inform you that this year's Annual General Meeting ("AGM") is to be held at 1.00 pm on Wednesday, 22 May 2024 at Capital House, 2 Pride Place, Derby, DE24 8QR. The formal notice convening the AGM can be found on pages 6 to 11 of this Circular.

The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. Your participation is important to us and I would encourage you to vote ahead of the AGM either by completing and returning your proxy form, or by appointing a proxy electronically by visiting [www.shareview.co.uk](http://www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number (this is the number printed on your proxy form). Full instructions are given on the website. To be valid, your proxy appointment and instructions should reach Equiniti no later than 1.00 pm on Monday, 20 May 2024. You are encouraged to return your proxy form(s) as early as possible prior to the meeting. Completion and return of the proxy form does not preclude you from attending and voting in person at the AGM should you choose to do so.

Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all valid votes tendered are taken into account.

#### **The Board**

As previously announced a number of board changes are taking place effective from the conclusion of the AGM. After nearly 10 years as an independent Non-Executive Director and Chair of the Board of the Company, I will not seek re-election at the AGM. Mike Jones, independent Non-Executive Director, will succeed me as Chair with effect from his re-election at the AGM.

As announced on 23 April 2024, Emilie McCarthy has been appointed as Chief Financial Officer with effect from the date of the AGM on 22 May 2024, and will stand for election at the AGM. Lucy Tilley, current Chief Financial Officer, submitted her resignation in January 2024 and will not stand for re-election at the AGM and will retire as a Director at the conclusion of the AGM.

As announced on 23 April 2024, Rachel Haworth has been appointed as independent Non-Executive Director with effect from 1 May 2024 and will stand for election at the AGM.

Except for Lucy Tilley and myself (Katherine Innes Ker), all the other Directors will retire at the AGM (or will stand for election for the first time) and each such Director, being eligible, offers herself or himself for reappointment by shareholders in accordance with the Company's articles of association.

Biographical details of all the Directors as at the date of this Circular are set out on page 80 of the annual report and accounts and appear on the Company's investor website: [www.mortgageadvicebureau.com/investor-relations](http://www.mortgageadvicebureau.com/investor-relations). Biographical details of Emilie McCarthy and Rachel Haworth are set out in Part II of this Circular on page 4.

#### **Explanatory Notes**

Explanatory notes on the resolutions to be considered at the AGM appear on pages 4 to 5 of this Circular.

**Recommendation**

Your Directors consider that Resolutions 1 to 15 to be proposed at the AGM are in the best interests of the Shareholders and the Company as a whole and unanimously recommend Shareholders to vote in favour of such resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

**Katherine Innes Ker**

Chair

**Mortgage Advice Bureau (Holdings) plc**

Capital House,  
2 Pride Place,  
Derby  
DE24 8QR

## **PART II**

### **Explanatory notes to the proposed resolutions**

The Resolutions to be proposed at the AGM are set out in the notice of AGM in Part III of this document. For an ordinary resolution (Resolutions 1 to 13 inclusive) to be passed at the AGM, more than half the votes cast must be in favour of the resolution. For a special resolution (Resolutions 14 and 15) to be passed at the AGM, three-quarters of the votes cast must be in favour of the resolution.

#### **Resolution 1 – Annual report and accounts**

For each financial year the Directors are required to present the annual report and accounts of the Company (including the Strategic Report, Directors' Report and Auditor's Report) ("2023 Annual Report") to the shareholders.

#### **Resolution 2 – Final dividend**

A final dividend can be paid only after it has been approved by the shareholders. A final dividend of 14.7 pence per ordinary share is recommended by the Directors for payment to shareholders who were on the register at the close of business on Friday, 26 April 2024. If approved, the final dividend will be paid on Wednesday, 29 May 2024.

#### **Resolution 3 – Directors' remuneration report**

The Directors have prepared a remuneration report, included in the 2023 Annual Report detailing the remuneration of the Directors and a statement by the chair of the remuneration committee. The Company has decided to seek shareholders' approval in respect of the contents of this report. The vote is an advisory one.

You can find the Directors' remuneration report on pages 98 to 104 of the 2023 Annual Report.

#### **Resolutions 4 to 10 – Election and re-election of Directors**

Resolutions 4 to 8 deal with the re-election of Directors in accordance with the requirements of the Company's articles of association, except for Katherine Innes Ker and Lucy Tilley who are not seeking re-election. Resolutions 9 and 10 deal with the election of Directors in accordance with the requirements of the Company's articles of association. The election of each of Emilie McCarthy and Rachel Haworth will be subject to regulatory approval by the Financial Conduct Authority. Biographical details of all the Directors (as at the date of this Circular) seeking re-election are set out on page 80 of the 2023 Annual Report and appear on the Company's investor website [www.mortgageadvicebureau.com/investor-relations](http://www.mortgageadvicebureau.com/investor-relations). Biographical details of the two Directors seeking election for the first time at the AGM are set out below:

Emilie McCarthy has over 20 years of international experience across finance, risk management, and operations, working in the UK and the US. Before joining MAB, she held Chief Financial Officer roles at Hult International Business School and CNBC International, where she led global teams and drove the growth of new diversified revenue streams, strategic change and geographical expansion, and finance transformation programmes. She started her career with a 13-year tenure at General Electric, progressing through various finance leadership roles focused on financial services. Emilie holds a Masters of Science in Management with a major in Accounting and Finance from Neoma Business School in France.

Rachel Haworth has extensive experience in the financial services industry. She is a non-executive director and chair of the remuneration committee for Mansfield Building Society, and a non-executive member of the Phoenix Life Limited Independent Governance Committees covering the Phoenix, Standard Life and Reassure brands. Her executive experience includes HSBC First Direct and more recently customer experience director for Coventry Building Society. Rachel's expertise spans strategy, marketing, digital transformation, risk management and cultural leadership, and she is a Fellow of the Chartered Institute of Marketing.

#### **Resolutions 11 and 12 – Auditors**

The Company's auditors must offer themselves for re-appointment at each AGM at which accounts are presented. The performance and effectiveness of the auditors, which included an assessment of the auditors' independence and objectivity has been evaluated by the Company's audit committee which has recommended to the Board that BDO LLP be reappointed and its remuneration be determined by the Company's audit committee.

#### **Resolutions 13 to 15 – Share capital**

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in a general meeting under section 551 of the Companies Act 2006 ("CA 2006"). Upon the passing of Resolution 13, the Directors will have authority to allot shares up to an aggregate nominal amount of £19,050, which is approximately one-third of the Company's current issued ordinary share capital as at 22 April 2024, being the latest practicable date prior to the printing of this Circular. This authority will expire immediately following the Annual General Meeting in 2025 or on 30 June 2025, whichever is the earlier.

The Directors of the Company will continue to seek to renew this authority at each Annual General Meeting, in accordance with current best practice. The Directors have no present intention of exercising the authority sought under this resolution except as required in connection with the Company's obligations under its employee share schemes.

If the Directors of the Company wish to exercise the authority under Resolution 13 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the CA 2006 requires that, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings. As a result, and as at previous Annual General Meetings, and in accordance with the Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-emption Rights ("Statement of Principles 2022"), the Directors are seeking authority to disapply statutory pre-emption rights in two separate special resolutions.

The first resolution, Resolution 14, if passed, would authorise the Directors of the Company to do this by allowing the Directors of the Company to allot shares for cash or sell treasury shares for cash in accordance with the authority given by Resolution 13: (i) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors consider necessary; (ii) (otherwise than pursuant to (i) above) up to an aggregate nominal value of £5,715, which is equivalent to approximately 10 per cent of the issued ordinary share capital of the Company; and (iii) (otherwise than pursuant to (i) and (ii) above) up to an aggregate nominal amount of £1,143 representing approximately two per cent of the issued ordinary share capital of the Company, to be used only for the purposes of a follow-on offer (see further below).

The second resolution, Resolution 15, seeks authority for the Directors to disapply pre-emption rights and allot new shares and other equity securities pursuant to the allotment authority given by Resolution 13, or to sell treasury shares for cash, up to a further aggregate nominal amount of £5,715, which is equivalent to approximately an additional 10 per cent of the Company's issued ordinary share capital, but only for the purposes of financing a transaction which the Directors determine to be an acquisition or a specified capital investment, as contemplated by the Statement of Principles 2022, with authority for a further disapplication of pre-emption rights up to an aggregate nominal amount of £1,143 representing approximately two per cent of issued ordinary share capital to be used only for the purposes of a follow-on offer.

The nominal amounts in each of Resolutions 14 and 15 represent approximately 10 per cent and two per cent of the issued ordinary share capital of the Company on 22 April 2024, being the latest practicable date prior to the printing of this Notice of Annual General Meeting.

Resolutions 14 and 15 are in line with the disapplication authorities permitted by the Statement of Principles 2022. This allows the Directors to allot shares for cash otherwise than in connection with a pre-emptive offer: (i) up to 10 per cent of a company's issued ordinary share capital for use on an unrestricted basis; (ii) up to an additional 10 per cent of issued ordinary share capital in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment; and (iii) in the case of both (i) and (ii), up to an additional two per cent of issued ordinary share capital for the purposes only of a follow-on offer. The Statement of Principles 2022 provides for a follow-on offer as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular offer or placing being undertaken. The Statement of Principles 2022 sets out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares.

The Directors confirm that in considering the exercise of the authorities under Resolutions 14 and 15, they intend to follow the shareholder protections and the expected features of a follow-on offer in paragraph 3 of Part 2B of the Statement of Principles 2022.

Both authorities will expire immediately following the Annual General Meeting in 2025 or at the close of business on 30 June 2025, whichever is the earlier. The Directors of the Company intend to renew such authorities at successive Annual General Meetings in accordance with current best practice.

The Directors of the Company have no present intention of exercising any of the authorities granted by Resolutions 14 or 15 but they consider their grants to be appropriate and in the best interests of the Company in order to preserve maximum flexibility for the future.

## **PART III**

### **Notice of AGM**

#### **NOTICE OF MEETING**

Notice is hereby given that the Annual General Meeting of Mortgage Advice Bureau (Holdings) plc (the “Company”) will be held at 1.00 pm on Wednesday, 22 May 2024 at Capital House, 2 Pride Place, Derby, DE24 8QR for the following purposes:

To propose and, if thought fit, to pass the following resolutions as ordinary resolutions:

#### **Report and accounts**

Resolution 1 – To receive the Company’s annual report and accounts for the financial year ended 31 December 2023.

#### **Final dividend**

Resolution 2 – To approve the final dividend on the ordinary shares of 14.7 pence per ordinary share for the year ended 31 December 2023 to shareholders on the register at the close of business on 26 April 2024.

#### **Remuneration report**

Resolution 3 – To approve the Directors’ remuneration report set out on pages 98 to 104 of the Company’s annual report and accounts for the financial year ended 31 December 2023.

#### **Directors**

Resolution 4 – To re-elect Mike Jones as a Director of the Company.

Resolution 5 – To re-elect Peter Brodnicki as a Director of the Company.

Resolution 6 – To re-elect Ben Thompson as a Director of the Company.

Resolution 7 – To re-elect Nathan Imlach as a Director of the Company.

Resolution 8 – To re-elect David Preece as a Director of the Company.

Resolution 9 – To elect Emilie McCarthy as a Director of the Company.

Resolution 10 – To elect Rachel Haworth as a Director of the Company.

#### **Auditors**

Resolution 11 – To re-appoint BDO LLP as the Company’s Auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which the Company’s annual accounts and reports are laid before the meeting.

Resolution 12 – To authorise the Company’s audit committee to set the remuneration of the auditors.

#### **Share capital**

Resolution 13 – That, in substitution for all subsisting authorities to the extent unused, the Directors of the Company be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £19,050.

The authority hereby conferred on the Directors of the Company shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution or at the close of business on 30 June 2025, whichever is the earlier save that under this authority the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors of the Company may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

To propose and, if thought fit, to pass the following resolutions as special resolutions:

Resolution 14 – That, subject to the passing of Resolution 13 above and in substitution for all subsisting authorities to the extent unused, the Directors of the Company be authorised, pursuant to section 570 and section 573 of the Companies Act 2006 (“CA 2006”), to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by Resolution 13 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this authority shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter;

- (b) the allotment (otherwise than under paragraph (a) of this Resolution 14) of equity securities up to an aggregate nominal amount of £5,715; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this Resolution 14) up to an aggregate 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 14, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 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 shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution or at the close of business on 30 June 2025, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Company may, before such expiry, make any offers, or enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Resolution 15 – That, subject to the passing of Resolution 13 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised in addition to any authority granted under Resolution 14, pursuant to section 570 and section 573 Companies Act 2006 (“CA 2006”), to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by Resolution 13 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment or sale, provided that this authority shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £5,715 such authority to be 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 determine to be an acquisition or other 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; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 15) up to an aggregate nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 15, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2 B 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,

## **PART III**

### **Notice of AGM (continued)**

such authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution or at the close of business on 30 June 2025, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting), save that, in each case, the Company may, before such expiry, make any offers or enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

**Fabien Holler**  
Company Secretary

**Registered Office:**

2 Pride Place  
Capital House  
Derby  
DE24 8QR

Registered in England and Wales No. 04131569

23 April 2024



# Notes to the Notice of Annual General Meeting (“AGM”)

## 1. AGM arrangements

The arrangements for attendance and voting at this year’s AGM are explained in the Chair’s letter in Part I of this Circular. Any changes to the AGM arrangements will be communicated to shareholders before the AGM through our website: <https://www.mortgageadvicebureau.com/investor-relations/shareholder-services/agm-information>.

## 2. Shareholders’ right to appoint a proxy

A member is entitled to appoint a proxy, who need not be a member to exercise all or any of the member’s rights to attend, speak and vote at the meeting, if attendance is permitted. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti:

- by post at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or
- by telephone UK – +44 (0) 371 384 2030. Lines are open 8.30 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales.

## 3. Form of proxy

To be valid any proxy form or other instrument appointing a proxy must be received:

- by post to Equiniti, Freepost RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
- in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 9 to 11 below; and, in each case no later than 1.00 pm on Monday, 20 May 2024 (or, in the case of an adjourned meeting, by no later than 48 hours (excluding any part of a day that is not a working day) prior to the meeting); or
- If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 1.00 pm on Monday 20 May 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy; or
- as an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting [www.shareview.co.uk](http://www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number (this is the number printed on your proxy form). Once logged in simply click “View” on the “My Investments” page, click the link to vote and follow the on-screen instructions. To be valid, your proxy appointment(s) and instructions should reach Equiniti no later than 1.00 pm on Monday, 20 May 2024 (or, in the case of an adjourned meeting, by no later than 48 hours (excluding any part of a day that is not a working day) prior to the meeting).

4. 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.

5. 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.

6. 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 AGM.

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first named being the most senior).

## 8. CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM or any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.

## Notes to the Notice of Annual General Meeting (“AGM”) (continued)

**9.** In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent, Equiniti (ID is RA19), by 1.00 pm on Monday, 20 May 2024 or, in the case of an adjourned meeting, by no later than 48 hours (excluding any part of a day that is not a working day) prior to the 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 Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

**10.** CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 1.00 pm on Monday 20 May 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

**11** The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

### **12. Voting**

To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30 pm on Monday, 20 May 2024 (or, in the event of any adjournment, 6.30 pm on the date which is two days before the time of the adjourned meeting, excluding any part of a day that is not a working day). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.

Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders’ voting intentions because shareholders’ votes are counted according to the number of shares held and all votes tendered are taken into account.

It is expected that the total of the votes cast by shareholders for or against or withheld on each resolution will be announced via a Regulatory Information Service and published on the Company’s investor website, [www.mortgageadvicebureau.com/investor-relations](http://www.mortgageadvicebureau.com/investor-relations), after the AGM.

**13** As at 22 April 2024 (being the last practicable date prior to the publication of this Circular) the Company’s issued share capital consists of 57,152,035 issued ordinary shares of 0.1 pence each admitted to trading and carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore the total voting rights in the Company as at 22 April 2024 are 57,152,035.

### **14. Corporate representatives**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.

### **15. Enquiries**

Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- by telephone to Equiniti: UK – +44 (0) 371 384 2030. Lines are open 8.30 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales;

- by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or
- by voting online at [www.shareview.co.uk](http://www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number (this is the number printed on your Proxy Form).

You may not use any electronic address provided either in this notice of AGM or any related documents (including the Chair's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

#### **16. Notice of AGM on Company's investor website**

A copy of this notice can be found on the Company's investor website at [www.mortgageadvicebureau.com/investor-relations](http://www.mortgageadvicebureau.com/investor-relations).

#### **17. Personal Data**

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at <https://www.mortgageadvicebureau.com/privacy-policy>.

