



Gamma Communications plc

(the "Company") incorporated and registered in England and Wales with company no. 08943488

# Notice of Annual General Meeting

to be held at 100 Liverpool St, London EC2M 2AT at 9.30am  
on Wednesday 14 May 2025.

**This document is important and requires your immediate attention.**

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

If you have sold or otherwise transferred all of your ordinary shares of £0.0025 each in the capital of the Company, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

# Chair's letter

To all Shareholders of Gamma Communications plc

3 April 2025

**Dear Shareholder,**

## **Annual General Meeting 2025**

I am pleased to enclose a Notice convening the Annual General Meeting ("AGM") of Gamma Communications plc (the "Company") which will be held at the offices of Peel Hunt LLP at 100 Liverpool St, London EC2M 2AT at 9.30am on Wednesday 14 May 2025.

## **Resolutions and explanatory notes**

The formal notice convening the AGM (the "Notice") is set out on pages 4 and 5 of this document. Explanatory notes to each of the resolutions to be proposed at the AGM can be found on pages 6 and 7.

There will be an opportunity for you to raise questions at the AGM about the resolutions set out in the Notice and about the business of the Company.

All of the directors of the Company will stand for re-election and their biographies are provided on pages 8 and 9. The board of directors (the "Board") considers that the contribution and skills of each of the directors are, and continue to be, important to the long-term sustainable success of the Company. There have been no changes to your Board since the last AGM at which Henrietta Marsh retired as a Director.

In line with best practice for AIM traded companies, we provided shareholders with a vote on the Directors' remuneration policy at the AGM in 2024, and were delighted with the 99.65% vote in favour. We will seek approval for an updated policy at the AGM this year, to reflect the changes to executive remuneration as set out in the Directors' remuneration policy section on pages 95 to 102 of the Annual Report and Accounts for the year ended 31 December 2024 ("2024 Annual Report"). These changes are being proposed following a review of our executive remuneration arrangements and following consultation with major shareholders and proxy advisory bodies at the start of 2025, for which we received a very positive response.

The completion of the 2024 audit marked Deloitte LLP's tenth year as Group auditor. During 2024 and in accordance with the FRC's ethical guidelines, a process for the tender of the external audit which incorporated the minimum standards for audit committees was completed. Following this process, the Board approved the reappointment of Deloitte LLP as statutory auditor for the year ended 31 December 2025. Further information on this process and the resulting change of audit partner can be found in the Audit & Risk Committee report on page 83 of the 2024 Annual Report.

Shareholders are also asked to approve new articles of association for the first time since the Company's listing in 2014. The changes are being proposed following a review in association with the Company's move from AIM to the Main Market. The proposals include removing terms relating to historic share capital, providing additional clarity on operational matters, incorporating provisions that allow for the Company to hold hybrid meetings, and requiring all directors to offer themselves for re-election annually, in line with the UK Corporate Governance Code (which the Company already requires in practice). A summary of the principal changes can be found in the Appendix to this Notice.

## **Attendance and voting in person or by proxy**

All resolutions for consideration at the AGM will be voted on by way of a poll, rather than a show of hands. This means that ordinary shareholders will have one vote for each ordinary share held. The Company believes that this will result in a more accurate reflection of the views of ordinary shareholders by ensuring that every vote is recognised, including the votes of ordinary shareholders who are unable to attend, but who have appointed a proxy, for the AGM.

If you are entitled, but are unable, to attend and vote at the AGM, you may appoint a proxy to vote on your behalf. Please read the Notes section on pages 10 and 11 of this Notice for actions required by ordinary shareholders to appoint a proxy.

## Action to be taken

The Company is not sending out a Form of Proxy with this Notice. Shareholders are being encouraged to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions given. You are requested to vote as soon as possible but, in any event, so that your vote is received not later than 9.30am on Monday 12 May 2025. Shareholders can appoint a proxy by:

- logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "Proxy Voting" link and following the instructions given;
- lodging a proxy appointment by using the CREST Proxy Voting Services;
- requesting a hard copy proxy form by contacting the Company's registrars, MUFG Corporate Markets, and returning it to the address shown on the form;
- by downloading the shareholder app, VOTE+, on the Apple App Store or Google Play and following the instructions. Further details can be found in note 7; or
- if you are an institutional investor, appointing a proxy electronically via the Proximity platform. Further details can be found in note 6(e)

The electronic filing of your Form of Proxy using any of the methods set out above or the return of a completed Form of Proxy will not preclude you from attending and voting in person at the AGM.

If you have sold or transferred all of your ordinary shares of £0.0025 each in the capital of the Company, ("Ordinary Shares"), please send this document immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your holding of Ordinary Shares, you are advised to retain this document and consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

## Further information

Further information relating to the Company and its financial information can be found in the Company's 2024 Annual Report, which was circulated at the same time as this Notice and is also available on our Company website at [www.gammagroup.co](http://www.gammagroup.co). The Company's website contains a variety of other information, including previous Annual Reports, Company announcements, investor presentations and share price data, as well as information regarding the Company's corporate governance practices.

## Recommendation

Your directors believe that the proposals set out in this letter are in the best interests of the shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of the resolutions as the directors propose to do in respect of their own holdings amounting to approximately 0.11% of the ordinary share capital of the Company as at the date of this letter.

Yours faithfully

**Martin Hellawell**

Chair

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Gamma Communications plc (the "Company") will be held at the offices of Peel Hunt LLP at 100 Liverpool St, London EC2M 2AT at 9.30am on Wednesday 14 May 2025. Resolutions 1 to 14 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 18 are proposed as special resolutions. This means that for these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

## Resolutions to be put to the AGM

### As ordinary business:

1. THAT the Annual Report and Accounts for the year ended 31 December 2024 be received and adopted.
2. THAT the final dividend of 13.0 pence per ordinary share in respect of the year ended 31 December 2024 be approved and paid on Thursday 19 June 2025 to the holders of Ordinary Shares as reflected on the Company's share register as at 5.00pm on Friday 30 May 2025.
3. THAT, on an advisory only basis, the directors' remuneration policy contained in the Annual Report and Accounts for the year ended 31 December 2024 be approved.
4. THAT, on an advisory only basis, the directors' remuneration report (excluding the directors' remuneration policy) contained in the Annual Report and Accounts for the year ended 31 December 2024 be approved.
5. THAT the auditor of the Company, Deloitte LLP, be re-appointed to hold office until the conclusion of the next AGM at which the accounts are laid before the Company.
6. THAT the directors be authorised to agree the remuneration of the auditor of the Company.
7. THAT Martin Hellowell be re-elected as a director of the Company.
8. THAT Andrew Belshaw be re-elected as a director of the Company.
9. THAT Bill Castell be re-elected as a director of the Company.
10. THAT Rachel Addison be re-elected as a director of the Company.
11. THAT Charlotta Ginman be re-elected as a director of the Company.
12. THAT Shaun Gregory be re-elected as a director of the Company.
13. THAT Xavier Robert be re-elected as a director of the Company.

### As special business

14. THAT, in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot Ordinary Shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum aggregate nominal amount of £80,479.49 being approximately one third of the Company's current issued share capital ("ISC"), to such persons and at such times and on such terms as they think fit, provided that this authority shall:
  - (a) operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to section 551 of the Act to the extent unused; and
  - (b) expire on whichever is earlier of: (i) the conclusion of the Company's next AGM following the passing of this resolution; and (ii) the date which is 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in a general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the directors may allot such shares or grant such rights in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.
15. THAT, subject to the passing of resolution 14, the directors be and are hereby generally and unconditionally authorised to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares 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 such power shall be limited to:
  - (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity shares to:
    - (i) holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings;
    - (ii) holders of other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, or any matter whatsoever; and

- (b) the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £24,143.85 (approximately 10% of the ISC); and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) 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 (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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.

The authority granted by this resolution 15 shall expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this resolution and the date which is 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

16. THAT, subject to the passing of resolution 14, the directors be and are hereby generally and unconditionally authorised, in addition to any authority granted under resolution 15, to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares 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 such power shall be limited to:
- (a) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £24,143.85 (approximately 10% of the ISC) and used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of directors of the Company determines 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; and
  - (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) 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) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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.

The authority granted by this resolution 16 shall expire on the earlier of the conclusion of the Company's next AGM following the passing of this resolution and the date which is 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

17. THAT, the Company be generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares on such terms and in such manner as the directors shall determine, provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is limited to an aggregate of 9,657,538 shares;
  - (b) the minimum price (exclusive of any expenses) which may be paid for each Ordinary Share is £0.0025;
  - (c) the maximum price (exclusive of any expenses) which may be paid for each Ordinary Share is an amount equal to the higher of 105% of the average of the middle market quotations for an Ordinary Share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased or an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share;
  - (d) this authority shall expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this resolution and the date which is 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting; and
  - (e) the Company may make a contract to purchase Ordinary Shares under this authority prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares pursuant to any such contract as if such authority had not expired.
18. THAT, with effect from the conclusion of the meeting, the articles of association in the form produced to the meeting and initialled by the Chair (for the purpose of identification) (the "New Articles") be adopted as the Company's articles of association in substitution for, and to the exclusion of, the existing articles of association (the "Articles").

BY ORDER OF THE BOARD

**Rachael Matzopoulos**  
Company Secretary

3 April 2025

# Explanatory notes to the resolutions

## Resolution 1 – Report and accounts

Resolution 1 proposes that the Company's annual accounts for the year ended 31 December 2024 together with the Directors' Report and Auditor's Report on these accounts be received, considered and adopted ("2024 Annual Report"). The Company's 2024 Annual Report is available online at [www.gammagroup.co](http://www.gammagroup.co)

## Resolution 2 – Final dividend

Resolution 2 requests approval by the shareholders for the payment of a final dividend of 13.0 pence per ordinary share in respect of the year ended 31 December 2024. The dividend will be paid on Thursday 19 June 2025 to the holders of Ordinary Shares reflected on the Company's register of members as at 5.00pm on Friday 30 May 2025.

## Resolutions 3 and 4 – Directors' remuneration policy and Directors' remuneration report

Resolution 3 is a resolution to approve, on an advisory basis only, the directors' remuneration policy contained on pages 95 to 102 in the 2024 Annual Report. Resolution 4 is a resolution to approve, on an advisory basis only, the directors' remuneration report (excluding the directors' remuneration policy) contained on pages 89 to 111 in the 2024 Annual Report.

In line with best practice for AIM companies, the Board is seeking approval for an updated remuneration policy to reflect the changes to executive remuneration as set out in the Directors' remuneration policy section on pages 95 to 102 of the 2024 Annual Report. The Board is also putting the directors' remuneration report to a separate vote by the shareholders of the Company. As resolutions 3 and 4 are advisory resolutions only, the directors' entitlement to remuneration is not conditional on the resolutions being passed.

## Resolutions 5 and 6 – Reappointment of Deloitte LLP as auditor and authorisation for the directors to set their remuneration

Resolution 5 relates to the reappointment of Deloitte LLP as the Company's auditor to hold office until the next annual general meeting of the Company. Resolution 6 seeks to authorise the directors to set the remuneration payable to Deloitte LLP as the Company's auditor. These resolutions follow a tender process having been completed in 2024 for the Group's audit services.

## Resolution 7 to 13 – Re-election of directors

Resolutions 7 to 13 deal with the re-elections of members of the Board of directors. The Company's Articles require one-third (or such number nearest to but not exceeding one-third) of the Company's directors who are subject to retirement by rotation to retire from office at each annual general meeting. Although not required by the Articles, the directors will, in the interest of good corporate governance and in line with best practice, retire voluntarily and offer themselves for re-election. This provision will be removed from the New Articles such that all directors will be required to offer themselves for election each year, in line with the UK Corporate Governance Code.

Biographical details for each of the members of the Board of directors are available on pages 8 and 9.

## Resolution 14 – Allotment of share capital

Resolution 14 grants the directors general authority in accordance with section 551 of the Act to allot Ordinary Shares (and/or rights to subscribe for or to convert any security into such Ordinary Shares) up to a maximum nominal amount of £80,479.49 representing approximately one third of the ISC.

## Resolution 15 – Disapplication of statutory pre-emption rights

Section 561(1) of the Act requires that on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time. The directors believe that there may be circumstances when it is in the best interests of the Company to allot new Ordinary Shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Act.

Accordingly, resolution 15 grants the directors general authority to allot and sell equity securities covered by the resolution 14 authority for cash as if section 561 of the Act did not apply, provided that this power is limited to: (a) the allotment and sale to holders of Ordinary Shares or other equity securities on a pre-emptive basis but with appropriate adjustments to the statutory pre-emption requirements set out in the Act, for example to deal with fractional entitlements and overseas legal requirements, as the directors see fit; (b) the allotment or sale (otherwise than pursuant to (a)) of equity securities on a non-pre-emptive basis up to a maximum nominal value of £24,143.85, representing approximately 10% of the ISC; and (c) the allotment or sale (otherwise than pursuant to (a) and (b)) of equity securities on a non-pre-emptive basis up to 2% of the ISC to be used only for the purposes of making a follow-on offer to existing holders of securities not allocated shares under (a) and (b) above.

Resolution 15 is in line with the Pre-Emption Group's Statement of Principles for the Disapplication of Pre-Emption Rights which were updated on 4 November 2022.

## Resolution 16 – Disapplication of statutory pre-emption rights in connection with an acquisition or other capital investment

In addition to resolution 15, the directors believe that there may be other circumstances when it is in the best interests of the Company to allot new Ordinary Shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Act.

Accordingly, resolution 16 grants the directors general authority to allot and sell equity securities covered by the resolution 14 authority for cash as if section 561 of the Act did not apply, provided that this power is limited to: (a) the allotment or sale of equity securities on a non-pre-emptive basis up to a maximum nominal value of £24,143.85, representing approximately 10% of the ISC, and used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines 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); and (b) the allotment or sale (otherwise than pursuant to (a) and (b)) of equity securities on a non-pre-emptive basis up to 2% of the ISC to be used only for the purposes of making a follow-on offer to existing holders of securities not allocated shares under (a) and (b) above.

Resolution 16 is in line with the Pre-Emption Group's Statement of Principles for the Disapplication of Pre-Emption Rights which were updated on 4 November 2022.

### **Resolution 17 – Purchase of own shares**

During 2024, the Company purchased a total of 1,910,596 Ordinary Shares for an aggregate £27.3 million (exclusive of fees, expenses and stamp duty) over the course of the 2024 buyback programme and transferred these to be held as treasury shares. This represented approximately 2% of the Company's ordinary share capital at commencement of the buyback.

On 25 March 2025, the Company announced the commencement of a second share buyback programme of up to £50 million (exclusive of fees, expenses and stamp duty) of the Ordinary Shares, representing an amount equal to the aggregate value of approximately 4.3% of the issued ordinary share capital as at 25 March 2025 (the "2025 Share Buyback Programme"). The maximum number of Ordinary Shares which may be purchased by the Company under the 2025 Share Buyback Programme is 9,748,127, being the maximum amount the Company is authorised to repurchase under the authority granted by shareholders at the Company's annual general meeting held on 21 May 2024. Subject to approval of resolution 17 at the AGM, the Company expects the 2025 Share Buyback Programme to last until the end of June 2025.

In resolution 17, which is being proposed as a special resolution, shareholders are being asked to renew the authority for the Company to purchase its own shares in respect of 10% of the nominal value of the Company's issued share capital as at 3 April 2025 (being the last practicable date prior to the date of this Notice of AGM) until the earlier of the date of the AGM to be held in 2026 or 15 months from the date of passing this resolution. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority.

The directors believe that it is advantageous for this general authority to be renewed to provide greater flexibility in the management of the Company's capital resources. If resolution 17 is passed, the directors will only exercise this authority after careful consideration of relevant factors, including whether to do so would result in an increase in earnings per share, be in the best interests of the Company and would benefit shareholders. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be considered before deciding upon this course of action. It is the directors' current intention that any Ordinary Shares purchased under the authority granted by resolution 17 will be automatically cancelled and the number of Ordinary Shares in issue will be reduced accordingly. Alternatively, the directors may choose to hold the Ordinary Shares purchased under the authority in treasury in the future. Ordinary Shares purchased by the Company and held in treasury (subject to certain limitations) may subsequently be cancelled, sold for cash or used for the purposes of employee share schemes. To the extent that any Ordinary Shares purchased are held in treasury, earnings per Ordinary Share would only be increased on a temporary basis if such Ordinary Shares are subsequently resold out of treasury.

### **Resolution 18 – Articles of Association**

It is proposed to adopt the New Articles to update the Articles approved by shareholders in 2014. The changes proposed remove terms relating to historic share capital, provide clarity on operational matters, include provisions on hybrid meetings and require all directors to offer themselves for re-election annually, in line with the UK Corporate Governance Code. The principal changes are summarised in the Appendix.

## Directors' Biographies

### Martin Hellawell

Chair and Independent Non-Executive Director

**Appointed to the Board:** 2023

**Committee membership:** Nomination (Chair)

The Board Chair attends all Committee meetings as a guest.

Martin was appointed as Gamma's Chair on 1 July 2023. He joined Softcat plc in 2006 and held executive positions until 2018 as Chief Executive Officer and Managing Director, during which he led the company through a highly successful IPO and its first two years as a PLC. He took on the role of Chair of Softcat in 2018 and stood down at the end of July 2023. Prior to Softcat, Martin spent 13 years at Computacenter plc, where he was responsible for the marketing function, ran Computacenter's French subsidiary and led acquisitions in the United Kingdom, Belgium and Germany.

**Other roles:** Martin is Chair of Raspberry Pi Holding plc.

**Nationality:** British

### Andrew Belshaw

Chief Executive Officer

**Appointed to the Board:** 2014

**Committee membership:** ESG. Andrew attends all Committee meetings as a guest, where appropriate.

With a background as a Chartered Accountant, Andrew has worked in both audit and corporate finance at Deloitte LLP and Ernst & Young, specialising in providing advice to a wide range of clients in the technology sector. After leaving private practice, Andrew worked alongside the commercial director in a new business development role at Xansa plc before joining Gamma in 2007.

Andrew has a degree in Maths from St John's College, Cambridge and gained an MBA from Warwick Business School. He is a Fellow of the Institute of Chartered Accountants in England and Wales.

Andrew was promoted to CEO in 2022 having formerly been Gamma's CFO.

**Other roles:** None

**Nationality:** British

### Bill Castell

Chief Financial Officer

**Appointed to the Board:** 2022

**Committee membership:** None. Bill attends all Committee meetings as a guest, where appropriate.

Bill joined Gamma in 2022 from OVO Energy, where he held the role of Chief Financial Officer. Before joining OVO Energy in 2020, Bill spent three years at Virgin Media which he joined as Deputy Chief Financial Officer and later became acting Chief Financial Officer. From 2005 to 2017, Bill was at Barclays Bank where he held a number of senior finance roles including Chief Financial Officer at Barclays Corporate Bank and Chief Financial Officer of Barclaycard Europe.

Bill started his career as an Officer in the British Army and, as a qualified accountant (FCA), has worked in the technology, media and telecom sector as an auditor at Deloitte and investment banker with Goldman Sachs.

Bill is a Fellow of the Institute of Chartered Accountants in England and Wales.

**Other roles:** Bill is also a Non-Executive Director of the Financial Ombudsman Service.

**Nationality:** British

### Rachel Addison

Senior Independent Non-Executive Director

**Appointed to the Board:** 2022

**Committee membership:** Remuneration (Chair), Audit & Risk

Rachel has nearly 30 years of finance and operational management experience. She has held several senior financial, operational and board level roles including at Future plc (CFO), TI Media Limited (CFO), Reach Regionals (Managing Director), Local World Limited (CFO and COO), Northcliffe Media Limited (CFO and COO) and Boots the Chemist where she was Head of Risk Management.

Rachel is a chartered accountant and is a member of the Institute of Chartered Accountants in England and Wales.

**Other roles:** Rachel is currently a non-executive director of Marlowe plc, a business critical services and software provider; Hollywood Bowl plc, a leading international leisure operator of ten-pin bowling centres; Watkin Jones plc, housing developer and manager of student and build to rent accommodation; and Wates Group, a privately-owned construction, residential development and property services business.

**Nationality:** British

### Charlotta Ginman

Independent Non-Executive Director

**Appointed to the Board:** 2020

**Committee membership:** Audit & Risk (Chair), Nomination

Charlotta began her career at Ernst & Young, where she qualified as a Chartered Accountant. She was then appointed to a series of senior roles in investment banking with UBS, Deutsche Bank and JP Morgan both in London and Singapore, where she gained considerable M&A transactional experience.

Charlotta has also held senior roles within Nokia Corporation, including acting as CFO of its luxury mobile phone division Vertu Corporation Limited.

**Other roles:** Charlotta is a non-executive director and audit committee chair of JP Morgan Indian Investment Trust plc; a non-executive director of VinaCapital Vietnam Opportunity Fund Limited; senior independent director and audit committee chair of Boku Inc (AIM); and senior independent director of Unicorn AIM VCT PLC, a Venture Capital Trust (AIM).

**Nationality:** Finnish/British

## Shaun Gregory

Independent Non-Executive Director

**Appointed to the Board:** 2022

**Committee membership:** ESG (Chair), Remuneration

Shaun has had an extensive career across media, advertising and telecommunications spanning over 30 years. He has held senior roles across Emap PLC, Telegraph Media Group, Blyk and Telefonica. More recently, he has been the CEO of EMG Group, Exterion Media and IYUNO Media Group.

Shaun has also been a Non-Executive Director on many company boards, including WEVE, Telefonica's WAYRA, Ocean Outdoor, Bliss Media and Proxama. He has also served on a number of Trade Body Boards, including the MMA and the Advertising Association.

Shaun studied at both Ashridge and Wharton Business School.

**Other roles:** Shaun is currently non-executive chair of Acclaro, a US-based translation services and localisation technologies company; an independent non-executive director of HYGH, a digital advertising business based in Germany; a board member of Childline (NSPCC); and chairs the Advisory Board for The Sheffield Children's Hospital.

**Nationality:** British

## Xavier Robert

Independent Non-Executive Director

**Appointed to the Board:** 2020

**Committee membership:** Remuneration, Risk, Nomination

Xavier is a senior private equity professional with more than 25 years of experience in M&A and investment deal experience across Europe and the US. He is the Chief Investment Officer of the global private equity firm Bridgepoint and sits on the Executive and Investment Committees. Previously Xavier was in charge of technology investment globally for Bridgepoint.

**Other roles:** Xavier is chair of Qualitest, the largest privately-owned software testing company. He is also on the boards of Kyriba, the number one software solution for corporate treasury management; MiQ, the number one programmatic advertising company; and 73Strings, a leading software solution for asset managers.

**Nationality:** French

# Notes

## Entitlement to attend and vote

1. Only those members registered on the Company's register of members at close of business on Monday 12 May 2025, or by close of business on the date which is two working days before the time of the meeting, shall be entitled to attend and vote at the AGM.

## 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 a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. Members can vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions given. Alternatively members can appoint a proxy using one of the methods set out in note 6 below. You can only appoint a proxy using the procedures set out in these notes.
3. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chair of the AGM or another person as your proxy can be found online at [www.signalshares.com](http://www.signalshares.com). If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them but please note the comments about attendance above.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrar, MUFG Corporate Markets, whose details are provided at the end of this section.
5. 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 his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. To be valid, the proxy instructions must be received by one of the below methods no later than 9.30am on Monday 12 May 2025:
  - (a) via [www.signalshares.com](http://www.signalshares.com) by logging in, selecting the "Proxy Voting" link and following the instructions given. If you have not previously registered, you will first be asked to register as a new user, for which you will need your investor code (which can be found on your share certificate), family name and postcode (if resident in the UK);
  - (b) if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 8 below;
  - (c) by requesting a hard copy proxy form by contacting the Company's registrar, MUFG Corporate Markets, whose details are provided at the end of this section, and following the instructions provided;
  - (d) by downloading the shareholder app, VOTE+, from the Apple App Store or Google Play and following the instructions provided in note 7; or
  - (e) 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). 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. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

7. VOTE+ is a free app for smartphone and tablet users provided by MUFG Corporate Markets (the company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store

GooglePlay



8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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.
9. In order for a proxy appointment or instruction 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 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 Company's agent, MUFG Corporate Markets (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 (as amended).
11. 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).

12. 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, MUFG Corporate Markets, whose details are provided at the end of this section. 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 MUFG Corporate Markets no later than 9.30am on Monday 12 May 2025.
13. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
14. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
15. 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
16. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Company's registrar, MUFG Corporate Markets, whose contact details are provided at the end of this section.
17. 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.
18. 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.

### Corporate Nominee

19. Participants in the Company's UK Corporate Nominee may exercise their votes through the SIP provider, Equiniti, who will contact participants in advance of the AGM to confirm how votes can be submitted. Votes should be provided to Equiniti no later than 9.30am on Tuesday 6 May 2025.

### Issued shares and total voting rights

20. As at 3 April 2025, the Company's issued share capital comprised 96,575,389 ordinary shares of £0.0025 each, of which 1,719,253 ordinary shares are held in treasury. With the exception of treasury shares, each Ordinary Share carries the right to one vote at a general meeting of the Company, therefore, the total number of voting rights in the Company as at 3 April 2025 was 94,856,136.

### Voting at the AGM

21. Each of the resolutions to be put to the AGM will be voted on by a poll and not a show of hands. A poll reflects the number of voting rights exercisable by each member which is considered a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website once the votes have been counted and verified.

### Questions at the AGM

22. Under section 319A of the Act, the Company must answer any question relating to the business being dealt with at the AGM unless:
  - (a) answering the question would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.
23. Should you wish to submit a question to the Board in advance of the AGM, please send this via email to: [CompanySecretary@gamma.co.uk](mailto:CompanySecretary@gamma.co.uk).

### Inspection of documents

24. The following will be available for inspection at the Company's London office during normal UK business hours on advance request from the Company Secretary by emailing [CompanySecretary@gamma.co.uk](mailto:CompanySecretary@gamma.co.uk) and at the place of the AGM from 8.30am until the end of the AGM:
  - (a) Copies of service contracts of Executive Directors; and
  - (b) Copies of letters of appointment of Non-Executive Directors (including the Chair).

### No electronic communication

25. Any electronic address provided either in this notice of AGM or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

### General

26. A copy of this Notice and other information required by section 311A of the Act can be found on the Company's website at [www.gammagroup.co](http://www.gammagroup.co).

### Contact details

27. The Company's registrar, MUFG Corporate Markets, can be contacted as follows:

**Post:** MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL

**Phone:** 0371 664 0300 (from the UK) (Calls are charged at the standard geographic rate and will vary by provider)

**+44 (0) 371 664 0300** (from outside the UK) (Calls chargeable at the applicable international rate)

Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

**Email:** [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com)

# Appendix

<b>Article to be updated</b>	<b>Relevant Article</b>
<p><b>Removal of definitions of "A1 Shares" and "B1 Shares"</b></p> <p>No A1 and B1 Shares are in issue. The definitions and articles related to the A1 and B1 Shares, including the provisions relating to the conversion rights of the B1 shareholders will be removed in the New Articles to avoid any confusion in this regard.</p>	Articles 1.2, 4.2.2, 4.2.4, 4.11
<p><b>Removal of definition of "Deferred Shares"</b></p> <p>No Deferred Shares are in issue. The definitions and articles related to the Deferred Shares will be removed in the New Articles to avoid any confusion in this regard.</p>	Articles 1.2, 4.3, 4.4, 4.11
<p><b>Removal of definitions of "Event" and "Net Proceeds of an Event"</b></p> <p>These definitions and related provisions were included in the Articles of Association in preparation of Gamma's AIM listing in 2025. These are no longer relevant now that there is a single class of shares. All definitions and references will be removed in the New Articles to avoid any confusion in this regard.</p>	Articles 1.2, 4.2.1, 4.2.2
<p><b>Variation of Rights</b></p> <p>The Company previously had to pass a special resolution in order to vary any rights attaching to shares (in situations where the Company had more than one class of share).</p> <p>The New Articles will state that if at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class of shares may, subject to the Companies Act, be varied or abrogated either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class (excluding shares held as treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class but not otherwise.</p>	Article 3
<p><b>Registration of a transfer of shares</b></p> <p>The Articles of Association provided the directors with two months in which to notify the transferee of a refusal to register the transfer. The New Articles have reduced that period to one month.</p>	Article 9.5
<p><b>Hybrid Meetings</b></p> <p>The Articles of Association didn't set out express provisions relating to hybrid or virtual meetings. The New Articles give the Board the right to hold any general meeting of the Company as a physical meeting or a hybrid meeting. In addition, the New Articles contain provisions governing the hybrid meetings.</p>	Articles 12.4, 12.5, 12.6, 12.7, 12.8, 13.2.2, 13.2.3 and 13.11.
<p><b>Rotation of directors</b></p> <p>The Articles of Association provided that one third of the directors of the Company would retire by rotation at the annual general meeting of the Company each year. In accordance with the UK Corporate Governance Code, the New Articles state that all directors will retire and stand for re-appointment at the annual general meeting of the Company (which the Company already requires in practice).</p>	Article 22
<p><b>Reference to Chair</b></p> <p>All references through the Articles of Association to 'Chairman' have been updated to state 'Chair' in the New Articles.</p>	

## **Gamma Communications plc**

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