

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 should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, another appropriately authorised financial adviser, without delay. If you have sold or transferred all of your ordinary shares in Pulsar Group plc, you should pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

13 June 2024

Dear Shareholder,

General Meeting

I am pleased to provide you with details of a General Meeting (“GM”) of Pulsar Group plc, incorporated in England and Wales under the Companies Act 2006 with registered number 04799195 (the “Company”) which will be held at the offices of Cavendish, One Bartholomew Close, London, EC1A 7BL at 12:00pm on 3 July 2024. The formal Notice of a GM (“Notice”) is set out on pages 3 to 4 of this document and this letter gives an explanation and summary of the items of business to be transacted at the GM.

Voting

Your vote is important to us and we strongly encourage you to consider casting your vote by proxy (appointing the Chairman of the meeting as your proxy with voting instructions). All votes at the GM will be taken on a poll. To ensure your vote is counted we encourage you to submit a printed proxy form, vote electronically or vote through CREST as set out below:

1. **Complete a printed Form of Proxy** - Please return this, together with any power of attorney or other authority under which it is signed; to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD, so as to arrive by no later than 12:00pm on 1 July 2024;
2. **Vote electronically** - submit your proxy at www.sharegateway.co.uk by following the authentication requirements on the website so as to be received by no later than 12:00pm on 1 July 2024; or
3. **Vote via CREST** - if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service.

Please refer to the accompanying “Notes” to the Notice on page 4, for more information regarding proxy voting.

Please note that the Notice and Form of Proxy, are also available on the Company’s website, www.pulsargroup.com.

Explanation of GM Business

Resolutions 1 to 3 (inclusive) are proposed as ordinary resolutions. To be passed, more than half of the votes cast must be in favour of these resolutions.

ORDINARY RESOLUTIONS

Resolution 1 – Annual Report and Accounts

The Directors are required by law to present to the meeting copies of the audited accounts of the Company, Directors' Report and the independent auditor's report for the year ended 30 November 2023. These documents are contained in the Annual Report 2023, which is available on the Company's website, www.pulsargroup.com.

Resolutions 2 and 3 – Re-appointment and Remuneration of the Auditor

The Company is required to appoint or reappoint an auditor at each GM at which its audited report and accounts are presented to shareholders. The Company proposes that BDO LLP are re-appointed as auditor for the financial year ending 30 November 2024, until the conclusion of the next general meeting of the Company at which accounts are laid. Shareholders are also asked to grant authority for the Board to determine the auditor's remuneration. In practice, the Audit Committee will consider the audit fees for recommendation to the Board.

Recommendation

The Directors consider the adoption of each of the resolutions set out on pages 3 to 4 of the Notice to be in the best interest of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of each of the proposed resolutions, as they intend to do in respect of their own beneficial shareholdings.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the GM.

Yours faithfully

Christopher Satterthwaite
Chairman

Pulsar Group plc

PULSAR GROUP PLC NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (“GM”) of Pulsar Group plc (the “Company”) will be held at the offices of Cavendish, One Bartholomew Close, London, EC1A 7BL at 12:00pm on 3 July 2024 to consider, and if thought fit, pass the following resolutions, as ordinary resolutions as set out below.

ORDINARY RESOLUTIONS

Resolutions 1 to 3 will be proposed as ordinary resolutions:

1. To receive and adopt the audited accounts of the Company for the financial year ended 30 November 2023 together with the Directors’ report and the independent auditor’s report.
2. To re-appoint BDO LLP as independent auditor to the Company, to hold office until the conclusion of the 2025 GM of the Company.
3. To authorise the Directors to determine the remuneration of the Company’s auditor in respect of its appointment for the period ending at the conclusion of the next GM.

By order of the Board

Beyond Governance Limited
Corporate Secretary

13 June 2024

Registered Office:
The Johnson Building
79 Hatton Garden
London EC1N 8AW

Registered in England and Wales No. 04799195

NOTES TO THE NOTICE OF THE GENERAL MEETING

- (1) The instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, not less than 48 hours (excluding non-working days) before the time for holding the meeting. A Form of Proxy accompanies this document for use by members. As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at www.sharegateway.co.uk by completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 12:00pm on 1 July 2024. A shareholder may change or terminate a proxy instruction by either completing a new form of proxy or by notifying the Company in writing, as appropriate.
- (2) 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, your proxy appointment will automatically be terminated.
- (3) A corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to act as its representative to attend, speak and vote (on a show of hands or a poll) on its behalf. Holders of ordinary shares are entitled to attend and vote at General Meetings of the Company. On a vote by a show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote, every member who is present in person or by proxy has one vote for every ordinary share of which he/she is the holder.
- (4) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) the Company specifies that only those shareholders registered in the Register of Members of the Company as at 12:00pm on 1 July 2024 (the "Specified Time") shall be entitled to attend or vote at this General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting. Should this General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of shareholders to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned General Meeting. Should this General Meeting be adjourned for a longer period, to be so entitled, shareholders must have been entered on the Register at the time which is 48 hours before the time fixed for the adjourned General Meeting or, if the Company gives notice of the adjourned General Meeting, at the time specified in the Notice.
- (5) 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).
- (6) CREST members who wish to appoint a Proxy or Proxies through the CREST electronic Proxy appointment service may do so for this General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a Proxy appointment 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a Proxy or an instruction to a previously appointed Proxy must be transmitted so as to be received by Neville Registrars Limited (**ID: 7RA11**) no later than 12:00pm on 1 July 2024. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take 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 sponsor(s) or voting service provider(s) 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.
- (7) As at 12 June 2024, being the last practicable date before the date of this Notice there were 130,524,386 ordinary shares in issue of which 2,825,646 are held in Treasury. Therefore, the total number of voting rights in the Company as at 12 June 2024, being the last practicable date before the date of this Notice is 127,698,740. Holders of ordinary shares are entitled to attend, speak and vote, either in person or by proxy, at General Meetings of the Company. It is proposed that all votes on the Resolutions at this GM will be taken by way of a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share held.
- (8) Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to request the Company to publish on its website a statement setting out any matter that such shareholders propose raise at the meeting relating to either the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.
- (9) For further details relating to voting or participation rights of shareholders including the information required by Section 311A of the Companies Act 2006, please refer to the Company's Articles of Association, copies of which together with a copy of this Notice and the Form of Proxy including the information required by Section 311A of the Companies Act 2006 can be found at and are available on our website at www.pulsargroup.com.