

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in AMA Corporation PLC, please send this notice and the accompanying documents as soon as possible 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.

**AMA CORPORATION PLC**

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**meeting**) of AMA CORPORATION PLC (**Company**) will be held at 85 rue Jules Valles, 35000 RENNES, France on 28 May 2024 at 9.30 am CET.

The meeting can be viewed by videolink. Should you wish to view the meeting remotely please email [legal@amacorp.co.uk](mailto:legal@amacorp.co.uk) for the link. Any questions for the meeting should also be emailed to that address prior to 9.30 am CET on 21 May 2024.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 to 8 will be proposed as special resolutions.

**ORDINARY RESOLUTIONS**

**1. 2023 Annual Accounts**

To receive the directors' and auditors' reports, and the Company's accounts for the financial year ended 31 December 2023.

**2. Re-appointment of director**

To re-appoint Gérard Guillemot as Director of the Company

**3. Re-appointment of director**

To re-appoint Etienne Guillemot as a Director of the Company

**4. Reappointment of Auditors**

To re-appoint MACALVINS LIMITED as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company

**5. Remuneration of Auditors**

To authorise the Board to determine the remuneration of the auditor.

## 6. Authority to allot shares

That the Board be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares (as defined in Section 540 of the Act) in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- a. up to an aggregate nominal amount of £4,435,420 and
- b. comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £4,435,420 (such amount to be reduced by any allotments or grants made under paragraph (a) of this Resolution) in connection with an offer by way of a rights issue:
  - 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 defined in Section 560 of the Act) as required by the rights of those securities, or subject to such rights, as the Board otherwise considers necessary, save that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to apply until the end of next year's Annual General Meeting but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

## SPECIAL RESOLUTIONS

### 7. General power to disapply pre-emption rights

That if Resolution 6 is passed, the Board be generally and unconditionally authorised to allot equity securities (as defined in Section 560 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, such power to be limited:

- a. In the case of the authority granted under Resolution 6 to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 6, by way of a rights issue only):
  - 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 Board otherwise considers necessary,

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

b. in the case of the authority granted under paragraph (a) of Resolution 6 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £7,812,500, such authority to apply until the end of next year's Annual General Meeting but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the expiry of these authorities and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authorities had not expired.

8. Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

That if Resolution 6 is passed, the Board be generally and unconditionally authorised in addition to any power granted under Resolution 7 to allot equity securities (as defined in 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, such power to be:

a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £665,313; and

b. used only for the purposes of financing a transaction which the Board 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 or for the purposes of refinancing such a transaction within six months of its taking place, such authority to apply until the end of next year's Annual General Meeting but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the expiry of these authorities and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authorities had not expired.

By order of the Board

Antonia Azan

Company secretary

23/04/2024

## **Notes to the notice of annual general meeting**

### **Entitlement to attend and vote**

Only those shareholders registered in the Company's register of members at:

- 48 hours before the meeting, by close of business on 23 May 2024; or
- if this meeting is adjourned, at close of business on the day two days before the adjourned meeting (excluding non-working days)

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### **Information regarding the meeting available on website**

Information regarding the meeting can be found at <https://www.amaxperteye.com/investors/>.

### **Action to be taken**

We are not sending out a Form of Proxy, if you are planning to attend the AGM, we ask you to please register your intention as soon as possible, with the Company's Registrars, by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions given. Shareholders who are unable to attend the Meeting or who would prefer to vote in advance are strongly encouraged to appoint the Chair of the Meeting as proxy, with voting instructions. Information on how to appoint a proxy (whether you choose the Chair of the Meeting or your own named proxy to attend on your behalf) is set out below. The proxy appointment and instructions must be received electronically by the Company's Registrar not less than 48 hours before the time appointed for holding the AGM, that is to say, no later than 9.30 am CET on 23 May 2024.

The meeting can be viewed by videolink. Should you wish to view the meeting remotely please email [legal@amacorp.co.uk](mailto:legal@amacorp.co.uk) for the link. Any questions for the meeting should also be emailed to that address prior to 9.30 am CET on 23 May 2024.

### **You can vote either:**

- via the Link Investor Centre app or by accessing the web browser at <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions (see below);
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- by requesting a hard-copy Form of Proxy from our Registrars, Link Group.

If you need help with voting online or require a hard-copy Form of Proxy, please contact our Registrars, Link Group, via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales.

For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrar, Link Group, no later than 9.30 am CET on 23 May 2024.

Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



### **Appointment of proxies through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.

For a proxy appointment or instructions 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 Ltd's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Link Group (ID RA10) no later than 9.30 am CET on 23 May 2024, or, in the event of an adjournment of the meeting, 48 hours before the adjourned 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 Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular 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(s), to procure that his or her 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 (*SI 2001/3755*).

Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

#### **Appointment of proxy by joint members**

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

#### **Changing proxy instructions**

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group, via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales.

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.

**Corporate representatives**

A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.

**Issued shares and total voting rights**

As at 9.30 am CET on 23 April 2024 (the latest practicable date before publication of this notice), the Company's issued share capital consists of 53225045 ordinary shares of £0.125 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 9.30 am CET on 23 April 2024 is 53225045.