



**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 personal financial advice from your stockbroker, bank, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares in ZOO Digital Group plc ("**Company**"), please pass this document, together with the accompanying documents, as soon as possible 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.

ZOO Digital Group plc  
Registered in England and Wales No. 3858881  
Second Floor  
Castle House  
Angel Street  
Sheffield  
S3 8LN

*28 August 2023*

*To ordinary shareholders*

Dear Shareholder

**Annual General Meeting 2023**

I am pleased to send you details of our 2023 annual general meeting ("**AGM**"), which will be held at Instinctif, First floor, 65 Gresham Street, London, EC2V 7NC on Thursday, 28 September 2023 at 5.00 pm. The meeting will also be streamed via the internet for the benefit of those who are unable to attend in person. I hope that you will be able to attend. At the event we will be providing an investor briefing which will include presentations by members of our management team, demonstration of software and ample opportunity for Q&A. The physical meeting is open to shareholders and non-shareholders alike and will be followed by refreshments. Seating is limited, and you are encouraged to reserve your seat if you plan to attend the physical event or to join the live stream using the following link:

<https://www.zoodigital.com/agm-2023>

Alternatively, please email our Investor Relations team on [ir@zoodigital.com](mailto:ir@zoodigital.com) or telephone 0114 241 3700.

The formal notice of the AGM, which is set out on pages 5 to 8 of this document ("**Notice**"), sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

This year, shareholders will be asked to approve 8 resolutions. Resolutions 1 to 7 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent of the votes cast must be in favour of the resolution.

Resolution 8 is proposed as a special resolution. This means that, for the resolution to be passed, at least 75 per cent of the votes cast must be in favour of the resolution.

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

The directors must present the Company's annual accounts and the strategic, directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31 March 2023, and are called the Annual Report 2023.

The Annual Report 2023 is available on the Company's website ([www.zoodigital.com/annual-report](http://www.zoodigital.com/annual-report)). If you have elected to receive correspondence in hard copy, then a copy of the Annual Report 2023 will accompany this document. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report 2023, you can do so by contacting the Sheffield office or by email to [ir@zoodigital.com](mailto:ir@zoodigital.com) and provide your name and address.

### **Resolution 2: Directors' remuneration report**

The Company is seeking shareholder approval at its AGM for the part of its directors' remuneration report which describes how the Company's directors' remuneration policy has been implemented during the previous financial year.

The relevant part of the directors' remuneration report is set out on pages 56 to 59 of the Annual Report 2023.

This vote is advisory only, therefore it does not affect the historical remuneration paid to any individual director.

### **Resolutions 3 and 4: Appointment/reappointment of directors**

Resolution 3 proposes the reappointment of Mickey Kalifa as a director. This is in accordance with the Company's articles of association, which require that one-third of the directors (or the number nearest to but not exceeding one-third) retire by rotation at each AGM, with each director also being subject to reappointment at intervals of not more than three years. The directors who retire by rotation are those who have been directors for the longest period of time since they were last appointed or reappointed by shareholders.

Resolution 4 proposes the reappointment of Gordon Doran as a director. This is in accordance with the Company's articles of association, which require that one-third of the directors (or the number nearest to but not exceeding one-third) retire by rotation at each AGM, with each director also being subject to reappointment at intervals of not more than three years. The directors who retire by rotation are those who have been directors for the longest period of time since they were last appointed or reappointed by shareholders.

### **Resolutions 5 and 6: Reappointment and remuneration of auditors**

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 5 proposes the reappointment of Grant Thornton UK LLP as auditors (to hold office until the next such meeting).

In accordance with normal practice, resolution 6 authorises the directors to determine the auditors' remuneration.

### **Resolution 7: Authority to allot shares**

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders in general meeting.

Resolution 7 renews a similar authority given at last year's AGM and, if passed, resolution 7 will authorise the directors to allot shares in the Company (and to grant such rights) up to an aggregate nominal amount of £325,879.78 (which represents approximately one-third of the issued ordinary share capital of the Company as at 1 September 2023, being the last practicable date before the publication of this document). If given, this authority will expire at the conclusion of the Company's next AGM or on 18 December 2024 (whichever is the earlier). It is the directors' intention to renew this authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury.

The directors have no current intention to exercise the authority sought under resolution 7.

### **Resolution 8: Disapplication of pre-emption rights**

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Companies Act 2006 (“Act”)) for cash, then under the Act they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 8, which will be proposed as a special resolution, renews a similar power given at last year's AGM and, if passed, will enable the directors to allot equity securities for cash up to a maximum aggregate nominal amount of £97,763.94 without having to comply with statutory pre-emption rights.

The powers proposed under resolution 8 will be limited to allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer; and
- (b) in any other case, up to an aggregate nominal amount of £97,763.94 (which represents approximately ten per cent. of the issued ordinary share capital of the Company as at 1 September 2023 being the last practicable date before the publication of this document).

If given, this power will expire at the conclusion of the Company's next AGM or on 18 December 2024 (whichever is the earlier). It is the directors' intention to renew this power each year.

### **Recommendation**

The directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. The directors who hold shares will be voting in favour of all of the resolutions, and unanimously recommend that you do so as well.

**Action to be taken**

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies by completing the Proxy Form sent to you with this document, and returning it to our registrars.

Your proxy appointment must be received by **5.00 pm on Tuesday 26 September 2023**. Further details relating to voting by proxy are set out in the notes to the Notice on pages 7 and 8 of this document and in the Proxy Form.

Yours sincerely

A handwritten signature in black ink, appearing to read 'G. Wilmot', written in a cursive style.

Gillian Wilmot  
Chairman

## ZOO DIGITAL GROUP PLC

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of ZOO Digital Group plc (“**Company**”) will be held at 5.00 pm on Thursday 28 September 2023, at Instinctif, First Floor, 65 Gresham Street London, EC2V 7NC for the following purposes:

#### RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, of which those numbered 1 to 7 will be proposed as ordinary resolutions and that numbered 8 will be proposed as a special resolution.

##### Ordinary Resolutions

1. To receive the Company’s annual accounts and strategic, directors' and auditors’ reports for the year ended 31 March 2023.
2. To approve the directors’ remuneration report (other than the part containing the directors’ remuneration policy) for the year ended 31 March 2023.
3. To reappoint Mickey Kalifa as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
4. To reappoint Gordon Doran as a director of the Company, having retired by rotation in accordance with the articles of association of the Company.
5. To reappoint Grant Thornton UK LLP as auditors of the Company.
6. To authorise the directors to fix the remuneration of the auditors.
7. That, pursuant to section 551 of the Companies Act 2006 ("**Act**"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £325,879.78, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 18 December 2024 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires 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 this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act.

##### Special Resolution

8. That, subject to the passing of resolution 7 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 7 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

8.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

- (a) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
- (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

8.2 otherwise than pursuant to paragraph 8.1 of this resolution, up to an aggregate nominal amount of £97,763.94,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 18 December 2024 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 570 of the Act.

By order of the board



Phillip Blundell, Secretary  
4 September 2023

**Registered office of the Company**

Second Floor  
Castle House  
Angel Street  
Sheffield  
S3 8LN

## Notes

### *Entitlement to attend and vote*

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 5.00pm on Tuesday 26 September 2023 (or, if the meeting is adjourned, 5.00pm on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

### *Proxies*

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in note 3 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company Secretary on +44 (0)114 241 3700 or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Share Registrars Limited, 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX, no later than 5.00pm on Tuesday 26 September 2023 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

### *Corporate representatives*

4. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares. A director, the secretary or other person authorised for the purpose by the secretary may require all or

any such persons to produce a copy of the resolution of authorisation certified by an officer of the corporation before permitting him to exercise his powers.

*Documents available for inspection*

5. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
  - 5.1 Copies of the service contracts of the executive directors.
  - 5.2 Copies of the letters of appointment of the non-executive directors.

*Biographical details of directors*

6. Biographical details of all those directors who are offering themselves for reappointment or appointment at the meeting are set out in the accompanying letter from the Company's chairman.

*Method of voting*

Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands.