

# HERCULES PLC

(incorporated and registered in England and Wales with company number 06607001)

## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE** is hereby given that the Annual General Meeting of **HERCULES PLC** (the “**Company**”) will be held at 11.30 a.m. on 23 June 2026 at Hercules Court, Lakeside Business Park, South Cerney, Cirencester, GL7 5XL for the purpose of considering and, if thought fit, passing the below Resolutions 1-11 as ordinary resolutions and Resolution 12 as a special resolution. Printed bound copies of the Annual Report will be mailed to shareholders before the AGM.

### Ordinary Business

### ORDINARY RESOLUTIONS

- Resolution 1:* To receive and consider the financial statements of the Company for the period ended 30 September 2025, together with the report of the directors and the report of the auditors thereon.
- Resolution 2:* To authorise the appointment of CLA Evelyn Partners Limited as auditors of the Company and to authorise the Directors to determine their remuneration.
- Resolution 3:* To re-elect, as a director of the Company, Ahmet Iplikci who retires in accordance with Article 24.4 of the Company's articles of association (“Articles”) and offers himself for re-election.
- Resolution 4:* To re-elect, as a director of the Company, Robin Stevens who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.
- Resolution 5:* To re-elect, as a director of the Company, Richard Kilner who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.
- Resolution 6:* To re-elect, as a director of the Company, Martin Tedham who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.
- Resolution 7:* To re-elect, as a director of the Company, Henry Pitman who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.
- Resolution 8:* To re-elect, as a director of the Company, Paul Wheatcroft who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-

election.

*Resolution 9:* To re-elect, as a director of the Company, Brusk Korkmaz who retires in accordance with Article 24.4 of the Company's Articles and offers himself for re-election.

*Resolution 10:* To, on an advisory basis only, receive and approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 45 to 46 of the Annual Report and Accounts for the year ended 30 September 2025.

### **Special business**

*Resolution 11:* **THAT**, pursuant to section 551 of the Companies Act 2006 (as amended) ("Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £26,859 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution, or, if earlier, at 6.00 p.m. on 1 August 2027, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

### **SPECIAL RESOLUTION**

*Resolution 12:* **THAT**, subject to the passing of Resolution 11 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 or by way of a sale of treasury shares, 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:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as

the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £26,859;

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company, or, if earlier, at 6.00 p.m. on 1 August 2027, (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**

Henry Pitman  
*Non-Executive Chairman*

1 June 2026

**Registered office:**

*Hercules Court,  
Lakeside Business Park,  
South Cerney,  
Cirencester, GL7 5XL*

## **Notes:**

### Appointment of proxies

- 1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes.
- 2 A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the chairman of the Annual General Meeting or another person as your proxy using the Form of Proxy (if requested from the Company's registrar MUFG Corporate Markets) are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the Annual General Meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
- 3 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, you must complete a separate Form of Proxy (if requested from the Company's registrar MUFG Corporate Markets) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrar MUFG Corporate Markets via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or on 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider. Lines are open 9.00am to 5.30pm Monday to Friday, excluding Bank Holidays. If you are outside the United Kingdom, please call +44 371 664 0300. Calls from outside the UK will be charged at the applicable international rate). If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- 4 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the Annual General Meeting.
- 5 The notes to the Form of Proxy (if requested from the Company's registrar MUFG Corporate Markets) explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 6 Proxies may be appointed in any of the following ways:-
  - by logging on to the Investor Centre: <https://uk.investorcentre.mpms.mufg.com/> and following the instructions; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar, in accordance with the procedures set out below; or
  - by requesting a hard copy form of proxy directly from the Company's Registrars, MUFG Corporate Markets, via email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or on +44 (0) 371 664 0300 and returning the completed form of proxy to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
- 7 To be valid, the proxy form must be returned (together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority) so as to be received by no later than 11.30am on Friday 19 June 2026. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form (if requested).

- 8 If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
- 9 The return of a completed form of proxy, electronic filing, any CREST Proxy Instruction (as described in note 11 below) or appointing a proxy via Proxymity (as described in note 15 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 11 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 issuer's agent (ID RA10) by 11.30am on 19 June 2026. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 12 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(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 system 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.
- 13 In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 14 Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

### **Proxymity**

- 15 If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.30am on Friday 19 June 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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 Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- 16 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company two business days

before the Annual General Meeting shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

#### **Electronic voting - via <https://uk.investorcentre.mpms.mufg.com/>**

Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (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 Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.

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You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Market by emailing them at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or by calling on 0371 664 0300.

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

- 18 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### **Changing proxy instructions**

- 19 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
- 20 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 Registrar as indicated in paragraph 3 above.
- 21 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.

#### **Termination of proxy appointments**

- 22 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 MUFG Corporate Markets, at PXS 1,

Central Square, 29 Wellington Street, Leeds, LS1 4DL. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the meeting.

- 23 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 26 below, your proxy appointment will remain valid.
- 24 Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

**Total voting rights**

- 25 As at 28 May 2026, being the last practicable date before dispatch of this Notice of Annual General Meeting, the Company's issued share capital comprised 80,585,543 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at an Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 28 May 2026 is 80,585,543.