

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 Diales 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.



Registered in England and Wales with Company Number 3475146

NOTICE OF ANNUAL GENERAL MEETING

DIALES PLC

NOTICE OF ANNUAL GENERAL MEETING

2025

Notice is hereby given that the Annual General Meeting (“AGM”) of Diales Plc (“Company”) will be held at 125 Old Broad Street, London, EC2N 1AR on 26 February 2025 at 11:00 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 14 will be proposed as special resolutions.

Definitions

CA 2006	the Companies Act 2006
Company	Diales Plc
Directors	the board of directors of the Company (or a duly constituted committee thereof)
Equity Securities	shall have the meaning given in section 560 of CA 2006
Ordinary Shares	Ordinary Shares in the capital of the Company

To be proposed as Ordinary Resolutions

Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the financial year ended 30 September 2024 together with the Directors’ reports and auditor’s report on those accounts.

Directors

2. To re-elect Peter Collini as a Director.
3. To re-elect Elizabeth Filkin as a Director.
4. To re-elect John Mullen as a Director.
5. To re-elect Charlotte Parsons as a Director.
6. To re-elect Shaun Smith as a Director.
7. To re-elect Mark Wheeler as a Director.

Auditor

8. To re-appoint Kreston Reeves LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
9. To authorise the Directors to determine the fees payable to the auditor.

Dividend

10. To declare a final dividend of 0.75 pence per ordinary share for the financial year ended 30 September 2024 to be paid on 10 April 2025 to the ordinary shareholders on the Company’s register of members at the close of business on 28 February 2025.

Share Authorities

11. THAT, in accordance with section 551 of CA 2006, the Directors be generally and unconditionally authorised to allot Equity Securities up to an aggregate nominal amount of £69,854.22, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual

general meeting of the Company (or if earlier, the date which is 15 months from the date of the passing of the resolution) save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors under section 551 of CA 2006, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

To be proposed as Special Resolutions

12. THAT, subject to the passing of resolution 11, the Directors be authorised to allot Equity Securities for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

12.1. the allotment of Equity Securities in connection with an offer of Equity Securities:

- A. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- B. 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 other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

12.2. the allotment of Equity Securities or sale of treasury shares to any person up to an aggregate nominal amount of £20,956.26, such authority to be decreased by the nominal amount of Equity Securities allotted under 12.1 above,

such authority to expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Share Buybacks

13. That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of CA 2006 to make one or more market purchases (within the meaning of section 693(4) of CA 2006) on the London Stock Exchange of Ordinary Shares provided that:


- 13.1. the maximum aggregate number of Ordinary Shares authorised to be purchased is 5,239,067 (being approximately 10 per cent of the Company's issued ordinary share capital);
- 13.2. the minimum price (excluding expenses) which may be paid for such Ordinary Shares is 0.4 pence per share;
- 13.3. the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of:

- A. 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased; and
- B. the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;

13.4. unless previously renewed, varied or revoked, the authority conferred shall expire on the earlier of the date which is 15 months from the date of the resolution being passed and the conclusion of the Company's next annual general meeting save that the Company may before the expiry of the authority granted hereby, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority.

Change of Name

14. That the registered name of the Company be changed to Diales Group Plc.



By Order of the Board

Charlotte Parsons
Director & Company Secretary
31 January 2025

Registered office:

Suite 706-708, Floor 7
125 Old Broad Street
London
EC2N 1AR

NOTES TO THE NOTICE OF AGM

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members at 6:00 p.m. (London time) on 24 February 2025 or, if the meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM.

Proxy Voting – General

2. If you are a shareholder 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 meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
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.
4. 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).
5. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
6. 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 a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

7. To be valid, proxy votes must be received by 11:00 a.m. on 24 February 2025, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting ("**Proxy Vote Closing Time**").
8. The Company's Registrar is Neville Registrars Limited. Their contact details are:
 - Tel: +44 (0)121 585 1131. Lines are open from 9:00 a.m. to 5:00 p.m. (UK time) Monday to Friday (excluding public holidays in England and Wales).
 - Address: Neville House, Steelpark Road, Halesowen, B62 8HD.
 - Email: info@nevilleregistrars.co.uk
9. You may lodge your proxy vote in one of the following ways:
 - To vote by post, please follow the instructions in Notes 10 and 11.
 - To vote electronically, please follow the instructions in Note 12.
 - CREST members may vote using the CREST system. Please follow the instructions in Notes 13 to 16.
10. Hard copy proxy forms must be completed in accordance with the instructions printed on them and returned to the Company's Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time. In the case of a shareholder which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

11. If you need a replacement hard proxy copy form, you may request this directly from the Company's Registrar. Please see the Registrar's contact details in Note 8.
12. As an alternative to submitting a hard copy proxy form, you may submit your proxy electronically by logging on to www.sharegateway.co.uk. Shareholders should use their Personal Proxy Registration Code (Activity Code) as shown on their proxy form. For an electronic proxy appointment to be valid, your appointment must be received no later than the Proxy Vote Closing Time.
13. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
14. 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). 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.
15. 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 Neville Registrars (whose CREST ID is 7RA11) by the Proxy Vote Closing Time. 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.
16. 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.

Proxy Voting – Changes and Revocations

17. 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 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 Neville Registrars using the contact details in Note 8 above. If you submit more than one valid proxy appointment, the appointment received last before the Proxy Vote Closing Time will take precedence.
18. In order to revoke a proxy instruction you will need to inform the Company. You must telephone the Registrar using the contact details in Note 8 above. 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 the Registrar no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 5 above, your proxy appointment will remain valid.

Corporate Representatives

19. 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 power over the same share.
20. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

21. As at the close of business on the day immediately before the date of this notice of annual general meeting, the Company's issued share capital comprised 53,962,868 Ordinary Shares of nominal value 0.4 pence each, of which 1,572,197 shares are held in treasury. 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 close of business on the day immediately before the date of this notice, excluding treasury shares, is 52,390,671.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolutions 1 to 11 are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolutions 12 to 14 are special resolutions and require a majority of at least 75% of votes cast to be in favour in order to be passed.

1. Resolution 1 – Report and Accounts (Ordinary Resolution)

Section 437 of CA 2006 requires the Directors to lay copies of the Company's annual accounts and reports for the financial year ended 30 September 2024 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

2. Resolutions 2 to 7 – Directors (Ordinary Resolutions)

In accordance with best practice and the requirements of the 2023 QCA Code, all the Directors are retiring at the AGM and, being willing, put themselves forward for re-election by shareholders. Biographical details of all Directors can be found in the Annual Report and on the Company's website at

<https://www.diales.com/en/investors/board-of-directors>

3. Resolutions 8 and 9 – Auditor (Ordinary Resolutions)

On the recommendation of the Audit Committee, the Board proposes as resolution 8 that Kreston Reeves LLP be re-appointed as auditor of the Company. Resolution 9 proposes that the Board be authorised to determine the level of the auditor's remuneration.

4. Resolution 10 – Dividend (Ordinary Resolution)

The Board has proposed a final dividend of 0.75 pence per ordinary share for the financial year ended 30 September 2024 which, together with the interim dividend of 0.75 pence per ordinary share paid in October 2024, brings the full-year dividend to 1.5 pence per ordinary share. If approved, the recommended final dividend will be paid on 10 April 2025 to all shareholders who are on the register of members at the close of business on 28 February 2025.

5. Resolution 11 – Authority to Allot (Ordinary Resolution)

This resolution deals with the Directors' authority to allot securities in accordance with section 551 of CA 2006 and complies with the Investment Association Share Capital Management Guidelines issued in February 2023. If passed, the resolution will authorise the Directors to allot Equity Securities up to a maximum nominal amount of £69,854.22 which represents approximately one-third of the Company's issued share capital (“ISC”). The authority granted by this resolution will expire on the earlier of the conclusion of next year’s annual general meeting and the date which is 15 months after the resolution is passed. The Directors have no present intention to exercise the authority conferred by this resolution.

6. Resolution 12 – Disapplication of Statutory Pre-Emption Rights (Special Resolution)

Under CA 2006, the Directors require shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory requirements of section 561 CA 2006. Resolution 12 will, if passed, give the Directors this authority within the specified limitations.

This resolution is in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (“Investor Guidelines”). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group’s Statement of Principles 2022; however, the Directors have chosen not to seek those enhanced approval levels at this time.

Put simply, the Directors will, if this resolution is passed, have authority to freely allot up to 10% of ISC for cash, with additional allotments for cash permitted only for offers which are essentially pre-emptive (up to one-third of ISC in total under the authority given in resolution 11). The authority set out in this resolution 12 will expire on the conclusion of next year’s annual general meeting or, if earlier, on the date which is 15 months after the date the resolution is passed. The Directors have no present intention to exercise the authority conferred by this resolution.

7. Resolution 13 – Share Buybacks (Special Resolution)

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares as permitted by CA 2006 and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 5,239,067 Ordinary Shares, representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 30 January 2025. The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on the date which is 15 months after the resolution is passed.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

8. Resolution 14 – Company Name Change (Special Resolution)

This resolution seeks authority for the Company to change its name from Diales Plc to “Diales Group Plc” to better reflect the nature of the Company’s business which is that of a holding company. The change of the Company’s name will not affect any rights of shareholders. Once the change becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company. It is not proposed that replacement share certificates will be issued in the new name of Diales Group Plc and, as such, the existing share certificates will remain valid after the Company changes its name.