NOTICE OF ANNUAL GENERAL MEETING

PLEXUS HOLDINGS PLC

("the Company")

(Company number 3322928)

Notice is given that the annual general meeting of the members of the Company will be held at the offices of Plexus Ocean Systems Limited, Plexus House, Burnside Drive, Dyce, Aberdeen AB21 0HW, on Friday 16 January 2026 at 11.00 a.m., to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions:

ORDINARY RESOLUTIONS:

Report and Accounts

1. To receive the Audited Accounts and Reports of the Directors and Auditors for the year ended 30 June 2025.

Remuneration Report

2. To approve the Report on Directors' Remuneration for the year ended 30 June 2025.

Re-election of Directors

3. To re-elect Craig Hendrie as a director who is retiring in accordance with article 72.(B) of the Articles and being eligible, offers himself for re-election.

4. To re-elect Jeffrey Thrall as a director who is retiring in accordance with article 72.(B) of the Articles and being eligible, offers himself for re-election.

5. To re-elect Stuart Paton as a director who is retiring in accordance with article 69.(B) of the Articles and being eligible, offers himself for re-election.

Re-appointment of Auditor

6. To re-appoint Crowe U.K. LLP as Auditor until the conclusion of the next annual general meeting of the Company at which accounts are laid.

Auditor's Remuneration

7. To authorise the directors to determine the remuneration of the Auditor.

Directors' Authority to Allot Shares

8. That in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("**the Act**") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £518,074.10 during the period from the date of the passing of this resolution and expiring on the date of the next annual general meeting or on 31 December 2026, whichever is earlier, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would, or might, require shares to be allotted or rights to subscribe for or convert security into shares to be granted after such expiry.

SPECIAL RESOLUTIONS:

Purchase of Own Shares

9. That the Company be generally and unconditionally authorised to make one or more market purchases, within the meaning of Section 693(2) of the Companies Act 2006 ("**the Act**"), of Ordinary shares of 1p each in the Company ("**Shares**") and to hold such Shares as treasury shares, provided that:

   (a) the maximum number of Shares to be repurchased shall be 8,634,568 Shares representing the nominal value of 5 per cent. of the Company's issued share capital at the date of this Notice;

   (b) the minimum price (exclusive of expenses) which may be paid for a Share shall be 1p per share;

   (c) the maximum price (exclusive of expenses) which may be paid for a Share shall be an amount equal to 105 per cent. of the average market value of the Shares (as derived from the mid-market price) for the five business days immediately preceding the date on which the Share is purchased;

   (d) any purchase of Shares will be made in the market for cash at prices below the prevailing net asset value per share as determined by the Directors;

   (e) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 31 December 2026; and

   (f) the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of Shares pursuant to any such contract notwithstanding such expiry.

Authority to Dis-apply Pre-emption Rights

10. That, subject to Resolution 8 above being passed and Section 551 of the Act, the Directors be empowered, pursuant to Section 570 of the Act, to allot equity securities (as defined in Section 560 of the Act) 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) during the period expiring on the date of the next Annual General Meeting of the Company or, if earlier, on 31 December 2026 but so that this power shall enable the Company to make offers or agreements which would or might require equity securities to be allotted after the expiry of this power;

   (b) up to an aggregate nominal amount of £172,691.37 representing the nominal value of 10 per cent. of the Company's issued share capital at the date of this Notice; and

   (c) and shall include the power to sell treasury shares under Section 727 of the Act.

Date: 22 December 2025

By Order of the Board

Tim Hughes

A duly authorised signatory of
Prism Cosec Limited
Company Secretary

Registered Office:
Highdown House
Yeoman Way
Worthing
West Sussex
BN99 3HH

A member entitled to attend and vote at the above meeting has the right to appoint a proxy or proxies to attend and vote in his place. A proxy need not be a member of the Company.

Your attention is drawn to the notes appearing overleaf.

Notes:

1. A member entitled to attend and vote at the above meeting has the right to appoint a proxy or proxies to attend and vote in his place. A proxy need not be a member of the Company.

2. The form of proxy and the power of attorney or other authority, if any, under which it is signed, or a copy of such power or authority certified by a notary, must be completed and returned to the offices of the Company's registrars, Equiniti, either by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or send a scanned copy of the completed form by email to: proxyvotes@equiniti.com. Whether sent by post or email, to be valid, the signed form must be received by Equiniti no fewer than 48 hours before the date set for the meeting or adjourned meeting, (not including weekends and public holidays), i.e. by 11.00 a.m. on Wednesday 14 January 2026.

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST Manual which can be viewed at 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. Please note the following: (a) 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at www.euroclear.com. 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 the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this notice. 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 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. (b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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/her/their 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. (c) 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.

   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. Your proxy must be lodged by 11.00 a.m. on Wednesday 14 January 2026 in order to be considered valid. 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.

4. In accordance with regulation 41 of the Uncertificated Securities Regulations 2001, (as amended) only those persons entered in the register of members of the company as the holders of Ordinary shares at 6.30 p.m. on the pre-penultimate day of the AGM, are entitled to attend and vote at the meeting in respect of the shares held by them at the relevant time. Any changes made to the register of members of the Company after that time will be disregarded in determining the right of any person to attend or vote at the meeting.

5. Resolutions 3 and 4 – Article 72.(B) of the Company's articles of association require that one third of the directors of the Company who have held office since the last annual general meeting, must retire by rotation and, if they are eligible, may offer themselves for re-election.

6. Resolution 5 – Article 69.(B) of the Company's articles of association requires that any person who has been appointed as a director since the last annual general meeting, must retire at the next annual general meeting following such appointment and if they are eligible, may offer themselves for re-election. Persons retiring under the provisions of Article 69.(B) are not counted in calculating the number of directors who are required to retire by rotation which is the subject matter of Resolution 3 above.

7. Resolutions 6 and 7 – The Auditors are required to be reappointed at each Annual General Meeting at which accounts are presented. The Board on the recommendation of the Audit Committee, which has evaluated the effectiveness and independence of the external auditors, is proposing the re-appointment of Crowe U.K. LLP. Resolution 7 is proposed to authorise the Board to fix the remuneration of the Auditors.

8. Resolution 8 – This resolution is to renew the annual authority given to the directors to allot shares or rights to subscribe for or convert security into shares in the capital of the Company subject to the conditions of the Act. The authority to be given by this resolution is limited to the allotment of 51,807,410 Ordinary shares representing 30 per cent. of the issued share capital at the date of this Notice and shall be in substitution for all existing authorities but shall be without prejudice to any allotment of shares or grant of rights to subscribe for or convert security into shares already made or offered or agreed to be made pursuant to such authorities. The authority shall expire at the next Annual General Meeting or on 31 December 2026, whichever is earlier.

9. Resolution 9 – This resolution is the annual renewal of the authority for the Company to make market purchases of up to 5 per cent. of its own Shares in issue as set out in the resolution. The authority will expire at the next Annual General Meeting or on 31 December 2026, whichever is earlier.

   The Directors consider that in certain circumstances it may be advantageous for the Company to purchase its own Shares at a discount to net asset value. Purchases will only be made on the London Stock Exchange within guidelines established from time to time by the Board.

The Directors would only consider exercising this authority if it is considered that such purchases would be to the advantage of the Company and its shareholders as a whole. The principal aim of this share buy-back facility is to enhance shareholder value by acquiring shares at a discount to net asset value, as and when the directors consider this to be appropriate. The purchase of shares when they are trading at a discount to net asset value per share, and their cancellation, should result in an increase in the resulting net asset value per share for the remaining Ordinary shares. The Company will also be in a better position to address any imbalance between supply and demand for the shares that may be reflected in the discount to net asset value at which the Company's shares trade on the London Stock Exchange.

The Directors intend that any Shares purchased under this authority will be held by the Company as treasury shares, within the limits allowed by the law, unless the Directors consider that purchasing the Shares and cancelling them would be to the advantage of the Company and its shareholders. The Directors may dispose of treasury shares in accordance with relevant legislation and the authority relating to rights of pre-emption granted by shareholders in general meeting (see Resolution 10 and the note thereto).

10. Resolution 10 – When shares are to be allotted for cash, section 561(1) of the Companies Act 2006 provides that existing shareholders have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. This resolution is for the annual renewal to authorise the Directors to allot Shares up to an aggregate nominal amount of £172,691.37 otherwise than on a pro-rata basis. This represents 10 per cent. of the Company's issued share capital on the date of this document. This authority shall expire at the next Annual General Meeting or on 31 December 2026, whichever is earlier. The Directors have considered the guidelines where a company may seek a waiver over an additional 10 per cent. of the Company's issued share capital to fund an acquisition or a specified capital investment, but do not think it appropriate to do so for this annual general meeting. The Directors are seeking annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing capital resources.

11. The following documents, which are available for inspection during normal business hours at the registered office of the Company on any business day, will also be available for inspection on the day of the meeting until the Company's normal close of business:

    (a) copies of Executive Directors' service contracts with the Company;

    (b) copies of Non-Executive Directors' letters of appointment; and

    (c) a copy of the Company's Memorandum & Articles of Association.

PLEXUS HOLDINGS PLC

("the Company")

Form of Proxy

For use at the Annual General Meeting of the Company to be held at the offices of Plexus Ocean Systems Limited, Plexus House, Burnside Drive, Dyce, Aberdeen AB21 0HW, on Friday 16 January 2026 at 11.00 a.m.

I/We .....
(in BLOCK CAPITALS please)

of .....being a

shareholder(s) of the above-named Company, appoint the Chairman of the Meeting or

..... to act as my/our proxy to vote for me/us

and on my/our behalf at the Annual General Meeting of the Company to be held on Friday 16 January 2026 and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as your proxy may decide.

Resolutions (see Note 5 below)	**For**	**Against**	**Abstain**
1. To receive the accounts for the year ended 30 June 2025.			
2. To approve the Report on Directors' Remuneration.			
3. To re-elect Craig Hendrie as a director of the Company.			
4. To re-elect Jeffrey Thrall as a director of the Company.			
5. To re-elect Stuart Paton as a director of the Company.			
6. To re-appoint Crowe U.K. LLP as auditors of the Company.			
7. To authorise the Board to determine the auditors' remuneration.			
8. To authorise the directors to allot shares in the capital of the Company to the extent set out in the Notice of the Meeting.			
9. To authorise the Company to make market purchases to the extent set out in the Notice of the Meeting.			
10. To dis-apply pre-emption rights on allotment of equity securities to the extent set out in the Notice of the Meeting.			

Signed ..... Dated .....

Notes

1. A member entitled to attend and vote at the above meeting has the right to appoint a proxy or proxies to attend and vote in his place. A proxy need not be a member of the Company.
2. If any other proxy is preferred, strike out the words "Chairman of the Meeting" and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member.
3. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
4. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
5. The Resolutions above are set out for identification purposes only. Please see the Notice of the Annual General Meeting for the full text of each resolution which will be proposed at the AGM.

6. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA to arrive no fewer than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. Alternatively, members may choose to send a scanned copy of their signed Form of Proxy by email to: proxyvotes@equiniti.com to be received by Equiniti no fewer than 48 hours as stated above (and in either case, not including weekends and public holidays), i.e. by 11.00 a.m. on Wednesday 14 January 2026.

7. CREST members who wish to appoint or instruct a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. Please see the notes to the accompanying notice of annual general meeting for further information on proxy appointment through CREST.

   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. Your proxy must be lodged by 11.00 a.m. on Wednesday 14 January 2026 in order to be considered valid. 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.

8. The completion of this form will not preclude a member from attending the Meeting and voting in person.

9. Any alteration of this form must be initialled.