



## Letter from the Chair of EKF Diagnostics Holdings Plc

*(Incorporated in England and Wales with registered number 04347937)*

(the “Company”)

### *Directors:*

Julian Baines	Executive Chairman
Stephen Young	Chief Financial Officer
Christopher Mills	Non-Executive Director
Chris Rigg	Non-Executive Director
Jenny Winter	Non-Executive Director

19 April 2024

Dear Shareholder,

### **Annual General Meeting**

This letter sets out details of the Company’s Annual General Meeting (“**AGM**”), which is to be held at the offices of Harwood Capital LLP, 6 Stratton Street Mayfair, London W1J 8LD on 14 May 2024 at 11:00 am. The formal notice of AGM is included in the Annual Report and summary details of the Resolutions to be proposed at the AGM are set out below.

The Board is committed to providing an open AGM and those who wish to attend the meeting will be welcome. In order to facilitate the smooth operation of the AGM, and to ensure that visitor numbers are appropriately managed, we ask all shareholders that wish to attend to notify the Company Secretary in advance and by no later than 11:00 am (UK) on Friday 10 May 2024 at [co-sec@oneadvisory.london](mailto:co-sec@oneadvisory.london).

To further support shareholder engagement, the Company is providing a facility for shareholders to listen in to the AGM either online or telephonically (in a non-voting capacity) and there will be an opportunity for shareholders to ask questions. In order to facilitate the process, the Directors would request that shareholders register for the meeting and submit questions in advance, before 11:00 am on Friday 10 May 2024. To register for dial-in details and to submit any questions please contact Walbrook PR via email at [ekf@walbrookpr.com](mailto:ekf@walbrookpr.com) or call +44 (0)20 7933 8780.

If you hold your shares via a nominee but wish to attend in person yourself, you will need to:

- a. Request that the nominee provides a letter confirming your name, address and shareholding to [co-sec@oneadvisory.london](mailto:co-sec@oneadvisory.london);
- b. Ensure this letter is sent to the Company Secretary at [co-sec@oneadvisory.london](mailto:co-sec@oneadvisory.london) by 10 May 2024; and
- c. Present photo identification at the AGM.

## **Resolutions to be proposed at the AGM**

The resolutions to be proposed at the AGM are as follows:

### **Resolution 1 (Ordinary Resolution) – Adoption of the Annual Report and Consolidated Financial Statements for the year ended 31 December 2023**

UK company law requires the Directors to present their Annual Report for each year for formal adoption by shareholders. The Annual Report of the Company for the year ended 31 December 2023 was sent to shareholders on 19 April 2024, and is available on the Company's website, <https://www.ekfdiagnostics.com/documents-reports.html>.

### **Resolutions 2-6 (Ordinary Resolutions) – Appointment and reappointment of Directors**

Stephen Young was appointed to the board of directors of the Company on 12 September 2023. The Company's articles of association provide that any director who has been appointed by the Board since the last AGM is required to retire from the Board at the next AGM and, being eligible, offer themselves for election in the same manner as the other Directors.

In accordance with good corporate governance practice, and as per the provisions of the 2023 QCA Corporate Governance Code, all other Directors are offering themselves for re-appointment by shareholders and will continue to do so at each Annual General Meeting in going forward.

Brief biographies of all Directors can be found in the Annual Report and Accounts for the year ended 31 December 2023 and on the Company's website: <https://www.ekfdiagnostics.com/documents-reports.html>.

### **Resolution 7 (Ordinary Resolution) – The re-appointment of PricewaterhouseCoopers LLP as auditor to the Company**

The Company is required to appoint auditors at each AGM at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. PriceWaterhouseCoopers LLP was appointed by the Board as external auditors of the Company. The Audit Committee of the Company has reviewed the independence, effectiveness and objectivity of PricewaterhouseCoopers LLP, on behalf of the Board, who now propose their re-appointment as auditors of the Company.

### **Resolution 8 (Ordinary Resolution) - To authorise the Directors of the Company to determine the auditors' remuneration.**

This resolution authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.

### **Resolution 9 (Ordinary Resolution) – Authority to allot shares**

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the CA 2006.

In accordance with guidelines issued by The Investment Association, this resolution will, if passed, provide Directors with flexibility to allot shares and grant rights to subscribe for, or convert any security into shares (a) up to an aggregate nominal amount of £1,512,435 in connection with a rights issue, representing approximately one third of the Company's issued ordinary share capital (excluding

treasury shares) as at 19 April 2024; and (b) up to a further aggregate nominal amount of £1,512,435, representing approximately a further one third of the Company's issued ordinary share capital (excluding treasury shares) as at 19 April 2024.

As at close of business on 19 April 2024, the Company holds 1,200,000 ordinary shares in treasury.

The authority granted by this resolution will expire on the conclusion of next year's Annual General Meeting.

The Directors have no present intention to exercise the authority conferred by this resolution.

#### **Resolution 10 (Special Resolution) – Disapplication of pre-emption rights**

If the Directors wish to allot unissued shares or other equity securities for cash, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing shareholding. This resolution asks Shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £453,731 being approximately 10 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 19 April 2024, the last practicable date before publication of this Notice, without first offering the securities to existing Shareholders. The resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The disapplication replaces the authority put in place at the Annual General Meeting of the Company held on 17 May 2023 and will expire at the conclusion of the next Annual General Meeting.

The authority provides the Company with the flexibility to allot shares or other securities for cash without first offering the securities to existing Shareholders; however, the authority will only be exercised if the Directors consider it to be in the best interests of the Company at the time. The Directors intend to adhere to the provisions in the Pre-Emption Group Principles, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 9 in excess of an amount being approximately 10 percent of the total issued ordinary share capital (excluding treasury shares).

#### **Resolution 11 (Special Resolution) – Further Disapplication of pre-emption rights**

Resolution 11 asks Shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £453,731 being approximately a further 10 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 19 April 2024, the last practicable date before publication of this Notice, without first offering the securities to existing Shareholders, in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment.

Adherence to the Pre-Emption Group Principles would not preclude issuances under the authority sought under Resolution 11.

The Directors do not have any present intention to exercise this disapplication authority, however the Directors consider it is appropriate for them to seek the flexibility that this authority provides and that the authority sought in Resolutions 10 and 11 is in the best interests of the Company. If given, the authority will expire at the conclusion of the next Annual General Meeting.

**Resolution 12 (Special Resolution) - To approve the market purchase of the Company's own shares**

Resolution 12 gives the Directors the authority to purchase its own shares up to an aggregate nominal value of £680,142 being 14.99 percent of the Company's issued ordinary share capital (excluding treasury shares) as at 19 April 2024. The Directors have no present intention of exercising the authority to purchase the Company's own ordinary shares; however, this authority would provide them with the flexibility to do so in the future, if the prevailing market conditions made such purchases in the best interests of shareholders generally. Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority.

**Action to be taken**

EKF Diagnostics Holdings plc is not sending out a Form of Proxy this year with this Notice of Annual General Meeting. Shareholders are being encouraged to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions given.

Shareholders can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "Proxy Voting" link, lodging a proxy appointment by using the CREST Proxy Voting Service or requesting a hard copy proxy form by contacting our Registrars, Link Group, on 0371 664 0391 from the UK (Calls are charged at the standard geographic rate and will vary by provider) or +44 371 664 0391 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

**Board recommendation**

The Board considers that the Resolutions are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolutions 1 to 12 to be proposed at the AGM.

Yours faithfully

Julian Baines

Chair of the Board of EKF Diagnostics Holdings PLC