

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 EKF Diagnostics Holdings 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.

Singer Capital Markets, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company as financial adviser and for no one else in connection with this Circular and will not regard any other person (whether or not a recipient of this Circular) as its client in relation to this Circular and accordingly will not be responsible to anyone other than the Company for providing the protections afforded to its clients, or for providing advice in connection with the contents of this Circular or any other transaction, arrangement or other matter referred to in this Circular as relevant.

EKF DIAGNOSTICS HOLDINGS PLC

Registered in England and Wales with Company Number 04347937

NOTICE OF ANNUAL GENERAL MEETING

and

APPROVAL OF WAIVER UNDER RULE 9 OF THE

CITY CODE ON TAKEOVERS AND MERGERS

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of EKF Diagnostics Holdings plc, set out on pages 2 to 6 of this document in which the Independent Directors explain the background to, and reasons for the proposals described herein and recommend that you approve the proposals described herein by voting in favour of each of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice is hereby given that the Annual General Meeting (**AGM**) of EKF Diagnostics Holdings plc will be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London, W1J 8LD on Tuesday 19 May 2026 at 11:00 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 9 and 13 will be proposed as ordinary resolutions and resolutions 10 to 12 will be proposed as special resolutions.

LETTER FROM THE CHAIRMAN

Directors
Julian Baines (Executive Chairman)
Gavin Jones (Chief Executive Officer)
Stephen Young (Chief Financial Officer)
Christian Rigg (Non-Executive Director)
Jennifer Winter (Non-Executive Director)
Christopher Mills (Non-Executive Director)

Registered Office:
Avon House,
19 Stanwell Road,
Penarth,
Cardiff,
CF64 2EZ

24 April 2026

Dear Shareholder

Annual General Meeting 2026

The Board is pleased to confirm that the Annual General Meeting (**AGM**) of EKF Diagnostics Holdings plc (**Company**) will take place at 11:00 a.m. on Tuesday 19 May 2026. The notice convening the AGM (**AGM Notice**) is set out at the end of this letter.

Arrangements

The AGM will be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London, W1J 8LD.

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 a.m. on Friday 15 May 2026 at co-sec@oneadvisory.london.

To further support shareholder engagement, the Company is providing a facility for shareholders to listen into the AGM either online or telephonically (in a non-voting capacity) and there will be an opportunity for Shareholders to ask questions. To facilitate the process, the Directors would request that shareholders register for the meeting and submit questions in advance, before 11:00 a.m. on Friday 15 May 2026. To register for dial-in details and to submit any questions please contact Walbrook PR via email at ekf@walbrookpr.com or call +44 (0)20 7933 8780.

Resolutions

The resolutions to be put to Shareholders at the AGM are set out in the AGM Notice which is included with this letter. An explanation of each of the resolutions is set out at the end of this document.

Proposed Share Buyback and Rule 9 Waiver

The Company has historically sought and received approval from its Shareholders to make market purchases of its own shares. The most recent authority was granted at the Company's last AGM on 20 May 2025, which permitted the Company to repurchase up to 14.99% of the Ordinary Shares in issue at that date. The Directors have always considered it to be in the best interests of all Shareholders for the Company to have the right, in appropriate circumstances, to purchase its own

shares in the market. The Company may either cancel any shares it purchases under the authority granted to it by Shareholders or transfer them into treasury.

Given the existing share buyback authority is due to expire, the Company is seeking the authority from Shareholders to repurchase further Ordinary Shares up to a maximum of 64,575,466 Ordinary Shares (**Proposed Buy-Back Authority**).

The Independent Directors believe that it is in the best interests of the Company and its Shareholders as a whole to retain the flexibility in the management of its capital structure. In accordance with section 724 of CA 2006, the Company is entitled, on buying back its own shares, to hold such shares in treasury for subsequent sale, transfer for the purposes of or pursuant to employee share option schemes, or cancellation as an alternative to cancelling them immediately.

However, the Independent Directors would not be prepared to exercise the Proposed Buy-Back Authority being sought in Resolution 12 (authority to purchase own shares) and cancel or return to treasury the Ordinary Shares so acquired in circumstances which would lead to a person or group of persons acting in concert becoming obliged to make a general offer to acquire all of the Ordinary Shares not already held by it in accordance with Rule 9 of the Takeover Code.

The Concert Party (which includes Christopher Mills, a Non-Executive Director of the Company) is currently interested in an aggregate of 127,050,000 Ordinary Shares which is equivalent to approximately 29.51% of the current Issued Share Capital of the Company.

Were the Company to undertake a share repurchase in accordance with the Proposed Buy-Back Authority being sought in Resolution 12 and utilise this authority in full, the Concert Party's interest in Ordinary Shares will increase to over 30% of the prevailing total voting rights in the Company, in which case the Concert Party could be required to make a mandatory general offer for the remainder of the share capital of the Company. The Independent Directors are therefore seeking your approval, via the Waiver Resolution, for a waiver to be granted from the obligations that would otherwise apply to the Concert Party in these circumstances.

It is for this reason that the Independent Directors have decided to seek a waiver from the Panel from the obligation on the Concert Party to make a general offer under Rule 9 of the Takeover Code that could arise as a result of the exercise of the Proposed Buy-Back Authority.

The Panel has agreed to waive the obligation to make an offer that would otherwise arise under Rule 9 as a result of the Proposed Buy-Back, subject to the approval of the Independent Shareholders. Accordingly, Resolution 13 is being proposed at a general meeting of the Company and will be taken on a poll. The Concert Party will not be entitled to vote on the Waiver Resolution.

In order to be passed, the Waiver Resolution will require the approval by a simple majority of the votes cast by the Independent Shareholders on a poll.

The Rule 9 Waiver, if approved, will not be valid if any purchases of Ordinary Shares are made by the Concert Party in the period between the date of this document and the AGM.

Takeover Code

The Takeover Code is issued and administered by the Takeover Panel. The Takeover Code applies to all takeover and merger transactions, however effected, where the offeree company is, among other things, a listed or unlisted public company resident in the United Kingdom, the Channel Islands or the

Isle of Man (and to certain categories of private limited companies). The Company is a public company whose Ordinary Shares are admitted to trading on AIM.

Accordingly, the Takeover Code applies to the Company. Under Rule 9 of the Takeover Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30% or more of the voting rights of a company which is subject to the Takeover Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of such a company but does not hold shares carrying more than 50% of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person is interested.

Further, under Rule 37.1 of the Takeover Code, when a company redeems or purchases its own shares, any resulting increase in the percentage of voting rights carried by the shares in which a person, or group of persons acting in concert, is interested will be treated as an acquisition of interests in shares carrying voting rights for the purpose of Rule 9.1.

An offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

The Company has agreed with the Panel that the following persons form the Concert Party in relation to the Company:

Christopher Mills is a Non-Executive Director of the Company and is currently interested (directly and indirectly) in 127,050,000 Ordinary Shares, representing 29.51% of the issued share capital of the Company.

Christopher Mills is a director and the major shareholder of Harwood Capital Management Limited which is a designated corporate member and the controller of Harwood Capital LLP (**Harwood Capital**). Christopher Mills is a director, investment manager and a shareholder of Oryx International Growth Fund Limited (**Oryx**). Christopher Mills is the Chief Executive Officer, investment manager and a shareholder of North Atlantic Smaller Companies Investment Trust PLC (**NASCIT**).

Harwood Capital, NASCIT and Oryx are presumed to be acting in concert with Christopher Mills under paragraphs 4 and 5 of the definition of "acting in concert" and for the purposes of Rule 9 of the Takeover Code.

As shown in the table and paragraphs below, on the basis that the Issued Share Capital of the Company is 430,503,112 Ordinary Shares (being the issued share capital of the Company as at the Last Practicable Date) and assuming that: (i) Proposed Buy-Back Authority is granted at the AGM, (ii) the Company utilises the Proposed Buy-Back Authority to its full extent and buys back and cancels or returns to treasury the Ordinary Shares so acquired, (iii) the Concert Party does not participate in the Proposed Buy-Back, and (iv) that no other person converts any convertible securities or exercises any options or any other right to subscribe for shares in the Company, the Concert Party will be interested in 127,050,000 Ordinary Shares representing approximately 34.72% of the voting rights of the Company.

The respective individual interests in shares of the members of the Concert Party as at the Last Practicable Date and the shareholding that the Concert Party would have following a maximum purchase of Ordinary Shares (and subsequent cancellation thereof) in accordance with the Proposed Buy-Back Authority, assuming the Concert Party does not participate in the Proposed Buy-Back (and assuming that no other person converts any convertible securities or exercises any options or any other right to subscribe for shares in the Company):

| | <i>As at the date of this document</i> | | <i>Following maximum buy-back</i> | |
|-----------------|--|-------------------|-----------------------------------|-------------------|
| Name | Number of Shares | Percentage | Number of Shares | Percentage |
| NASCIT | 91,500,000 | 21.25% | 91,500,000 | 25.0% |
| Oryx | 34,750,000 | 8.07% | 34,750,000 | 9.50% |
| Harwood Capital | 800,000 | 0.19% | 800,000 | 0.22% |
| Total | 127,050,000 | 29.51% | 127,050,000 | 34.72% |

Therefore, assuming a full utilisation of the Proposed Buy-Back Authority where the Concert Party does not participate in the Proposed Buy-Back, the Concert Party will be interested in Ordinary Shares carrying 30% or more of the Company's voting share capital but will not hold Ordinary Shares carrying more than 50% of such voting rights and therefore any further increase in the Concert Party's interest in Ordinary Shares (including, for example, market purchases of Ordinary Shares) by or on behalf of the Concert Party and for so long as they continue to be acting in concert, any increase in their aggregate interests in shares will be subject to the provisions of Rule 9 of the Takeover Code.

The utilisation of the Proposed Buy-Back Authority described above would normally trigger an obligation for an offer to be made under Rule 9. However, subject to the approval of Independent Shareholders, the Panel has agreed to waive the obligation of the Concert Party such that there will be no requirement for an offer to be made in respect of the Concert Party's increased interests resulting from the utilisation of the Proposed Buy-Back Authority.

Accordingly, the Company is proposing the Waiver Resolution at the AGM, which will be taken on a poll.

Directors' recommendation

The Board of the Company believes the resolutions to be proposed at the AGM (other than resolution 13 which was considered by the Independent Directors only whose recommendation is set out below as Christopher Mills makes no recommendation with regard to the Waiver Resolution as, in accordance with the provisions of the Takeover Code, Christopher Mills is considered to be interested in the outcome of the Waiver Resolution, and is therefore not considered to be independent) to be in the best interests of the Shareholders as a whole and the Company as a whole and are most likely to promote the success of the Company.

Accordingly, the Directors unanimously recommend that you vote in favour of resolutions 1 to 12 at the AGM, as they intend to do in respect of their own beneficial holdings of 129,236,288 Ordinary Shares in aggregate, representing 30.02% of the current issued share capital of the Company.

Independent Directors' recommendation

The Independent Directors, who have been so advised by Singer Capital Markets, consider the Rule 9 Waiver and the passing of Resolution 13 are fair and reasonable as far as the Independent

Shareholders are concerned and therefore in the best interests of the Company as a whole. In providing its advice to the Independent Directors, Singer Capital Markets has taken into account the Independent Directors' commercial assessments. The Independent Directors, therefore, unanimously recommend that you vote in favour of Resolution 13, as they fully intend to do in respect of their own beneficial holdings of 2,186,288 Ordinary Shares in aggregate, representing 0.51% of the current Issued Share Capital of the Company.

Voting

Shareholders are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Please also refer to the "Notes" section of the AGM Notice for details on how to vote by proxy.

Voting at the AGM will be conducted on a poll in accordance with best practice.

We look forward to welcoming Shareholders to the AGM, in person or online.

Yours faithfully

Julian Baines
Chair

ORDINARY RESOLUTIONS

Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the year ended 31 December 2025, together with the Directors' reports and auditor's report on those accounts.

Directors

2. To re-appoint Gavin Joseph Jones as a director of the Company.
3. To re-appoint Julian Huw Baines as a director of the Company.
4. To re-appoint Christopher Harwood Bernard Mills as a director of the Company.
5. To re-appoint Jennifer Ann Winter as a director of the Company.
6. To re-appoint Christian Alexander Rigg as a director of the Company.

Auditor

7. To re-appoint PricewaterhouseCoopers 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.
8. To authorise the Directors to determine the fees payable to the auditor.

Share Authorities

9. THAT, in accordance with section 551 of CA 2006, the Directors be generally and unconditionally authorised to allot Equity Securities:
 - 9.1. up to an aggregate nominal amount of £2,870,021 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph 9.2 below) in connection with a fully pre-emptive offer:
 - A. to 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
 - 9.2. in any other case, up to an aggregate nominal amount of £1,435,010 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph 9.1 above in excess of £1,435,010),

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.

SPECIAL RESOLUTIONS

10. THAT, subject to the passing of resolution 9 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:

10.1. the allotment of Equity Securities in connection with an offer of Equity Securities (but, in the case of the authority granted under paragraph 9.1, by way of a fully pre-emptive offer only):

- 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

10.2. the allotment of Equity Securities or sale of treasury shares (otherwise than pursuant to paragraph 10.1 of this resolution) to any person up to an aggregate nominal amount of £430,503; and

10.3. the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 10.1 or paragraph 10.2 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 10.2 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

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.

11. THAT, subject to the passing of resolution 9, the Directors be authorised in addition to any authority granted under resolution 10 to allot Equity Securities for cash under the authority conferred by resolution 9 and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:

11.1. limited to the allotment of Equity Securities or sale of treasury shares up to an aggregate nominal amount of £430,503 such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

11.2. limited to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 11.1 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 11.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

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 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Share Buybacks

12. That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the 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:

12.1. the maximum aggregate number of Ordinary Shares authorised to be purchased is 64,575,466 (being approximately 15% of the Company's issued ordinary share capital);

12.2. the minimum price (excluding expenses) which may be paid for such Ordinary Shares is £0.01 per share;

12.3. the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of:

- A. 5% 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;

12.4. 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.

ORDINARY RESOLUTION

13. THAT the waiver by the Panel on Takeovers and Mergers (the **Panel**) of any obligation which would otherwise arise on the Concert Party (as defined in the Company's circular to shareholders of which this notice forms part), collectively and/or individually, to make a general offer to the Shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers (the **Takeover Code**) as a result of any market purchases of Ordinary Shares by the Company pursuant to the Proposed Buy-Back Authority (as defined in the Company's circular to shareholders of which this notice forms part), which, if the Proposed Buy-Back Authority is utilised in full, could have the effect of increasing the Concert Party's aggregate interest in shares of the Company up to a maximum of 34.72% of the issued share capital of the Company, be and is hereby approved, provided that such approval 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.

Note: In order to comply with the Takeover Code, Resolution 13 will be taken on a poll of independent shareholders. The Concert Party will not be entitled to vote on the Resolution.

BY ORDER OF THE BOARD

One Advisory Limited

One Advisory Limited
Company Secretary

24 April 2026

Registered Office:
Avon House,
19 Stanwell Road,
Penarth,
Cardiff,
CF64 2EZ

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 15 May 2026 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 meeting.
2. Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
3. Resolution 13 is the Waiver Resolution, which is an ordinary resolution, which will be proposed in accordance with the Takeover Code and will be taken on a poll of Independent Shareholders present in person and by proxy voting at the General Meeting. The Takeover Code requires the Waiver Resolution to be passed by the Independent Shareholders only.
4. The total of the votes cast by shareholders for or against or withheld on each resolution (and by Independent Shareholders in respect of Resolution 13 only) will be announced via a Regulatory Information Service and published on the Company's investor website, www.ekfdiagnostics.com, after the AGM.

Proxy Voting – General

5. 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.
6. 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.
7. 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).
8. 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.
9. 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

10. To be valid proxy votes must be received by 11:00 a.m. on 15 May 2026, 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**).

11. You will not receive a hard copy form of proxy with this document. Instead, 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/>.



12. If you prefer a hard copy form of proxy, you may request this directly from the Company's Registrar, MUFG Corporate Markets, at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Hard copy forms of proxy must be completed in accordance with the instructions printed on them and returned to the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time.
13. To be valid any proxy form or other instrument appointing a proxy must be received:
- in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 16 to 19 below; and no later than the Proxy Vote Closing Time); or
 - 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 the Proxy Vote Closing Time 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. 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.
14. In the case of a member 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.
15. 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.
16. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
17. 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.

18. 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 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.
19. 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 (available from www.euroclear.com). 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

20. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing 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 MUFG Corporate Markets via the methods set out in Note 12 above. 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.
21. In order to revoke a proxy instruction you will need to inform the Company by contacting MUFG Corporate Markets on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com.
22. 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 MUFG Corporate Markets 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 8 above, your proxy appointment will remain valid.

Corporate Representatives

23. 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.
24. 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

25. As at the close of business on the Last Practicable Date, the Company's Issued Share Capital comprised 430,503,112 ordinary shares of nominal value £0.01 pence each. No 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 Last Practicable Date is 430,503,112.

Personal Data

26. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at www.ekfdiagnostics.com/privacy-policy.

EXPLANATORY NOTES

Resolutions 1 to 9 and 13 are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolutions 10 to 12 are special resolutions and require at least 75% of votes cast to be in favour in order to be passed.

Resolution 1 – Report and Accounts (Ordinary Resolution)

Section 437 of CA 2006 requires the Directors to lay copies of the Company's annual report and accounts for the year ended 31 December 2025 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

Resolutions 2 to 6 – Directors (Ordinary Resolutions)

In accordance with best practice, 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 www.ekfdiagnostics.com/investors/directors-advisors.

Resolutions 7 and 8 – Auditor (Ordinary Resolutions)

On the recommendation of the Audit Committee, the Board proposes as resolution 7 that PricewaterhouseCoopers LLP be re-appointed as auditor of the Company. Resolution 8 proposes that the Board be authorised to determine the level of the auditor's remuneration. Please refer to the Audit & Risk Committee Report in the Annual Report for further information.

Resolution 9 – 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:

- (i) Equity Securities up to a maximum nominal amount of £2,870,021 which represents approximately 66.66% of the Company's issued ordinary shares as at the Last Practicable Date (ISC) in relation to a fully pre-emptive offer, with authority for the Directors to deal pragmatically with legal, regulatory and logistical issues (e.g. fractions of shares and overseas securities laws). This maximum is reduced by the nominal amount of any Equity Securities allotted under the authority set out in paragraph 9.2 of the resolution; and
- (ii) Equity Securities up to a maximum nominal amount of £1,435,010 otherwise which represents approximately 33.33% of the Company's ISC. This amount will be reduced to the extent that Equity Securities allotted pursuant to paragraph 9.1 exceed £1,435,010 in nominal value.

The maximum nominal amount of securities which may be allotted under this resolution is therefore £2,870,021.

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.

Resolutions 10 and 11 – Disapplication of Statutory Pre-Emption Rights (Special Resolutions)

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. Resolutions 10 and 11 will, if passed, give the Directors this authority within the specified limitations. Resolution 10 provides a general authority and resolution 11 is in respect of allotments to finance acquisitions and capital investments.

These resolutions are 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 and the Directors consider it appropriate for the Company to seek those enhanced approvals to maximise its ability to act swiftly in the interests of shareholders should a need or opportunity arise.

Put simply, the Directors will, if the resolutions are passed, have authority to freely allot up to 15% of the ISC for cash, with additional allotments for cash permitted only for:

- offers which are essentially pre-emptive but enable the Directors to make pragmatic decisions to deal with logistical and regulatory issues in connection with the offer (up to two thirds of the ISC in total);
- financing specified investments and acquisitions in line with the Investor Guidelines (up to 10% of the ISC); and
- specified follow-on offers in line with the Investor Guidelines (up to 20% of the nominal value of shares allotted under the original offer process (maximum 2% of the ISC)).

The Directors have no present intention to exercise the authority conferred by these resolutions.

The authorities set out in these resolutions 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 resolutions are passed.

Resolution 12 – Share Buybacks (Special Resolution)

This resolution seeks authority for the Company to make market purchases of its own ordinary shares as permitted by the CA 2006 and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 64,575,466 ordinary shares, representing approximately 15% of the Company's issued ordinary share as at the Last Practicable Date. 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. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

Although the Directors do not currently have any intention of exercising the authority granted by this resolution, this resolution provides the flexibility to allow them to do so in the future. In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

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. The Company's current intention is to cancel any repurchased shares but retains the flexibility to hold any repurchased shares as treasury shares, if it considers this to be in the best interests of the Company. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

Resolutions 1 to 12 cover the business normally conducted at the Company's AGM.

Resolution 13 Waiver of Rule 9 of the Takeover Code in relation to share buybacks (Waiver Resolution)

Under Rule 37 of the Takeover Code, when a company redeems or purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 of the Takeover Code (although a shareholder who is neither a director nor acting in concert with a director will not normally incur an obligation to make an offer under Rule 9 of the Takeover Code).

The purpose of this resolution is to seek the approval of Independent Shareholders to a waiver, which the Panel has agreed to give (subject to such approval, to be sought by way of a vote taken by poll of Independent Shareholders), of the obligation that might otherwise arise under Rule 9 of the Takeover Code for the Concert Party to make a mandatory offer for the Ordinary Shares not already owned by it as a result of the share buyback of Ordinary Shares by the Company. The members constituting the Concert Party may attend the AGM but will not be entitled to vote on Resolution 13. If given, this authority will expire 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.

DEFINITIONS

| | |
|--|---|
| acting in concert | has the meaning attributed to it in the Takeover Code |
| AGM or Annual General Meeting | the annual general meeting, notice of which is hereby proposed by this Circular |
| AGM Notice | the notice convening the AGM |
| Annual Report | the Company's Annual Report 2025 which can be found on the Company's website at https://www.ekfdiagnostics.com/investors/relations/documentation/annual-reports-and-accounts |
| Board of Directors (or the Board) | the board of directors of the Company (or a duly constituted committee thereof) |
| business day | any day (excluding Saturdays and Sundays) on which banks are open in London for normal banking business and the London Stock Exchange is open for trading |
| CA 2006 | the Companies Act 2006 |
| Company | EKF Diagnostics Holdings plc |
| Concert Party | collectively, Christopher Mills, Harwood Capital, NASCIT and Oryx and a member of the Concert Party shall be construed accordingly |
| Directors | the directors of the Company as at the date of this document |
| Equity Securities | shall have the meaning given in section 560 of CA 2006 |
| Harwood Capital | Harwood Capital LLP |
| Independent Directors | all Directors other than Christopher Mills |
| Independent Shareholders | all shareholders of the Company other than the Concert Party |
| ISC or Issued Share Capital | the Company's issued ordinary shares as at the Last Practicable Date |
| Last Practicable Date | 22 April 2026, being the latest practicable date prior to publication of this document |
| NASCIT | North Atlantic Smaller Companies Investment Trust PLC |
| Ordinary Shares | ordinary shares of £0.01 each in the capital of the Company |
| Oryx | Oryx International Growth Fund Limited |

| | |
|------------------------------------|---|
| Panel or the Takeover Panel | the Panel on Takeovers and Mergers |
| Proposed Buy-Back | any proposed buy-back of shares by the Company effected pursuant to the Proposed Buy-Back Authority |
| Proposed Buy-Back Authority | the authority proposed as part of the Resolutions |
| Resolutions | the resolutions to be proposed at the Annual General Meeting, details of which are set out in the AGM Notice |
| Rule 9 | Rule 9 of the Takeover Code |
| Rule 9 Waiver | the waiver granted by the Takeover Panel, conditional upon the approval by the Independent Shareholders of the Rule 9 Waiver Resolution at the AGM, of an obligation which would otherwise be imposed on Harwood Capital to make a general offer to all Shareholders under Rule 9 of the Takeover Code, as a result of the Proposed Buy-Back which could have the effect of increasing Harwood Capital's aggregate interest in shares of the Company to a maximum of 34.72% of the issued share capital of the Company if the Proposed Buy-Back Authority is utilised in full |
| Shareholders | the holders of the Ordinary Shares, and the term Shareholder shall be construed accordingly |
| Singer Capital Markets | Singer Capital Markets Advisory LLP |
| Takeover Code | the City Code on Takeovers and Mergers issued by the Takeover Panel, as amended from time to time |
| Total Voting Rights | the total number of voting rights in the Company as at close of business, on the day immediately before the date of this document |
| Waiver Resolution | means the ordinary resolution numbered 13 in the AGM Notice to approve the Rule 9 Waiver |

ADDITIONAL INFORMATION

1. Responsibility

The Directors, whose names appear on page 2 of this document, accept responsibility for the information (including any expressions of opinions and their recommendations of the Resolutions excluding the Waiver Resolution) contained in this Circular, save for any information relating to the Concert Party, or the intentions of the Concert Party, for which responsibility is accepted on the basis set out in the paragraph below. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Circular, for which they are responsible, is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Independent Directors being Julian Baines, Gavin Jones, Stephen Young, Christian Rigg and Jennifer Winter accept responsibility for their recommendation (including any expressions of opinion) in relation to the Waiver Resolution. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

For the purposes of Rule 19.2 of the Takeover Code only, each member of the Concert Party accepts responsibility for the information (including any expressions of opinion) contained in this Circular relating to themselves. To the best of the knowledge and belief of the members of the Concert Party, who have taken all reasonable care to ensure that such is the case, the information contained in this Circular for which they are responsible, is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Disclosure of Interests and Dealings

Dealings of the Directors of the Company

| Name | Transaction | Date | Number of Ordinary Shares | Price (p) |
|--------------------|-------------|--|---------------------------|-----------|
| Julian Baines | Purchase | 15 December 2025 | 85,000 | 23p |
| Christopher Mills* | Disposal | 31 March 2025 to Last Practicable Date | 6,750,000 | Various |

*Christopher Mills is interested directly or indirectly in several of the Concert Parties

Save as disclosed above, there have been no dealings (including borrowing or lending) for value in relevant securities by the Directors (or their immediate families, related trusts or persons connected with them) during the period of 12 months preceding the date of this document.

Directors Interests in Ordinary Shares

2.1 As at the Last Practicable Date, the interests of the Directors and their immediate families in the share capital of the Company which (i) have been notified to the Company in accordance with sections 252-255 and Schedule 1 of CA 2006, or which (ii) are required to be entered in the register, or which (iii) are interests of a person connected (within the meaning of section 252 of CA 2006) with a Director which would, if the connected person were a Director, be required to be disclosed under (i) or (ii) above, and the existence of which is known to or could with reasonable diligence be ascertained by that Director, were as follows:

| <i>Director</i> | <i>Number of Ordinary Shares</i> | <i>Number of Partly Paid Shares</i> | <i>% of Total Voting Rights</i> |
|--------------------|----------------------------------|-------------------------------------|---------------------------------|
| Christopher Mills* | 127,050,000 | - | 29.51% |
| Julian Baines | 1,751,288 | - | 0.41% |
| Stephen Young | 135,000 | - | 0.03% |
| Gavin Jones | 50,000 | - | 0.01% |
| Christian Rigg | 100,000 | - | 0.02% |
| Jennifer Winter | 150,000 | - | 0.03% |

* Christopher Mills is interested directly or indirectly in several of the Concert Parties, please see table at paragraph 2.2

2.2 In addition to the interests in Shares referred to in paragraph 2.1 above, the Directors have the following options to subscribe for Ordinary Shares:

| <i>Director</i> | <i>Number of Options</i> |
|-----------------|--------------------------|
| Gavin Jones | 500,000 |

Concert Party Interests in Ordinary Shares

| <i>Concert Party</i> | <i>Number of Ordinary Shares</i> | <i>Number of Partly Paid Shares</i> | <i>% of Total Voting Rights</i> |
|----------------------|----------------------------------|-------------------------------------|---------------------------------|
| NASCIT | 91,500,000 | - | 21.25% |
| Oryx | 34,750,000 | - | 8.07% |
| Harwood Capital | 800,000 | - | 0.19% |
| Total | 127,050,000 | - | 29.51% |

2.3 The Concert Party is considered to be interested in the outcome of the AGM. Accordingly, no Director who is also a member of the Concert Party has participated in the Independent Directors' recommendation and no member of the Concert Party will vote on the Waiver Resolution.

Dealings of the Concert Party

2.4 As at the Last Practicable Date, the Concert Party has not acquired any interest in relevant securities in the Company in the 12 months preceding the date of this document.

2.5 The following table sets out the disposals by the Concert Party since 31 March 2025:

| Concert Party | Date | Number of Ordinary Shares Sold |
|-------------------|---------------|--------------------------------|
| | April 2026 | |
| NASCIT | | 0 |
| Oryx | | 0 |
| Harwood Capital | | 0 |
| Christopher Mills | | 0 |
| | March 2026 | |
| NASCIT | | 193,334 |
| Oryx | | 96,666 |
| Harwood Capital | | 0 |
| Christopher Mills | | 0 |
| | February 2026 | |
| NASCIT | | 27,333 |
| Oryx | | 13,667 |
| Harwood Capital | | 0 |
| Christopher Mills | | 0 |
| | January 2026 | |
| NASCIT | | 364,666 |
| Oryx | | 182,334 |
| Harwood Capital | | 0 |
| Christopher Mills | | 0 |
| | Q4 2025 | |
| NASCIT | | 3,003,464 |
| Oryx | | 1,501,729 |
| Harwood Capital | | 0 |
| Christopher Mills | | 0 |
| | Q3 2025 | |
| NASCIT | | 0 |
| Oryx | | 0 |
| Harwood Capital | | 0 |
| Christopher Mills | | 0 |

| | Q2 2025 | |
|-------------------|---------|-----------|
| NASCIT | | 773,896 |
| Oryx | | 386,951 |
| Harwood Capital | | 0 |
| Christopher Mills | | 0 |
| | Q1 2025 | |
| NASCIT | | 137,307 |
| Oryx | | 68,653 |
| Harwood Capital | | |
| Christopher Mills | | |
| Totals | | 6,750,000 |

General

2.6 Save as disclosed in this document, the Company is not aware of any persons who directly or indirectly, jointly or severally exercise or could exercise control over it.

2.7 Save as disclosed in this document:

- (a) The Concert Party has no interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- (b) The Concert Party has not borrowed or lent any relevant securities;
- (c) none of: (i) the Directors or any of their close relatives or related trusts; (ii) any associated company of the Company; (iii) any pension fund or employee benefit trust of the Company or any associated company of the Company; (iv) any connected adviser to the Company, or any company which is an associated company of the Company, or to a person acting in concert with the Directors; or (v) any person controlling, controlled by or under the same control as any connected adviser falling within (iv) above (except for an exempt principal trader or exempt fund manager); has at the Last Practicable Date any interest in, right to subscribe in respect of or short position in relation to any relevant securities;
- (d) none of the Company, the Concert Party, nor any person acting in concert with the Directors has borrowed or lent any relevant securities (save for any borrowed relevant securities which have either been on lent or sold);
- (e) The Concert Party has no indemnity or option arrangement, or any agreement or understanding, formal or informal, of whatever nature, with any other person relating to relevant securities which may be an inducement to deal or refrain from dealing.

In this paragraph 2.7 reference to:

- (1) 'relevant securities' means Ordinary Shares and securities carrying conversion or subscription rights into, options (including traded options) in respect of or derivatives referenced to Ordinary Shares;
- (2) 'derivatives' include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security but which does not include the possibility of delivery or such underlying security;
- (3) 'short position' means a short position, whether conditional or absolute and whether in money or otherwise, and includes any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- (4) 'connected adviser' means:
 - (i) in relation to the Company, (a) an organisation which is advising the Company in relation to the Rule 9 Waiver; and (b) a corporate broker to the Company;
 - (ii) in relation to a person who is acting in concert with the Concert Party or with the Directors, an organisation (if any) which is advising that person either (a) in relation to the Rule 9 Waiver; or (b) in relation to the matter which is the reason for that person being a member of the relevant concert party; and
 - (iii) in relation to a person who is an associated company of the Concert Party or with the Directors, an organisation (if any) which is advising that person in relation to the Rule 9 Waiver;
- (5) 'control' means a holding, or aggregate holdings, of shares carrying 30% or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether the holding, or holdings, gives de facto control;
- (6) 'dealing' or 'dealt' includes the following: (i) the acquisition or disposal of securities of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities; (ii) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities; (iii) subscribing or agreeing to subscribe for securities; (iv) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights; (v) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities; (vi) entering into, terminating or varying the terms of any agreement to purchase or sell securities; (vii) the redemption or purchase of, or taking or exercising an option over,

any of its own relevant securities by the offeree company or an offeror; and (viii) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which the person has a short position; and

(7) 'acting in concert' has the meaning attributed to it in the Takeover Code.

3 Intentions of the Concert Party

3.1 The Concert Party has confirmed to the Board that, following the potential purchases of Ordinary Shares by the Company pursuant to the Proposed Buy-Back Authority the intention of the Concert Party is that the business of the Company will be continued in substantially the same manner as at present and that:

- (a) there are no plans in place which will affect the future business of the Company and the Company does not have any research and development function;
- (b) there are no strategic plans in place which will affect either the employees or the locations of the Company's places of business;
- (c) the existing employment rights of the employees (including management) of the Company and its subsidiaries will be fully safeguarded and there will be no material change in the conditions of employment or in the balance of the skills and functions of the employees and management;
- (d) there will be no redeployment of the fixed assets of the Company;
- (e) all transactions and relationships between the Company and the Concert Party will be conducted at arm's length and on a normal commercial basis;
- (f) there are no plans in place which will affect employer contributions into the Company's pension scheme, the accrual of benefits for existing members, and the admission of new members, although the Company retains the flexibility to put shares into an employee incentive plan; and
- (g) there are no plans in place which will affect the maintenance of any existing trading facilities for the relevant securities of the Company.

3.2 The Independent Directors note the statements of intentions by the Concert Party, and as the business of the Company will be continued in substantially the same manner as at present, the Independent Directors concur with the Concert Party's intentions.

3.3 There is no agreement, arrangement or understanding between the Concert Party, Singer Capital Markets, any Director or Shareholder of the Company or any person

having any connection with or dependence on, or which is conditional on, the outcome of the Proposed Buy-Back.

3.4 There is no agreement, arrangement or understanding by which the beneficial ownership of any Ordinary Shares acquired by the Company pursuant to the Proposed Buy-Back Authority will be transferred to any other person.

3.5 There are no management incentivisation arrangements in relation to the Resolutions.

3.6 As the transaction is due to the Board’s decision to pursue a share buyback programme, the Concert Party’s Board members, being Christopher Mills support this as a commercial decision for the Company, however there is no other long term commercial justification for any specific member of the Concert Party in relation to this.

3.7 In the event that Resolution 13 is passed by the Independent Shareholders at the AGM, the Concert Party will not be restricted from making an offer for the remaining shares in the capital of the Company that they do not currently own, should they wish to do so.

4 Director’s Service Agreements

The Directors of the Company and their principal functions in respect of the Company are:

| Director | Position |
|-----------------------------------|--------------------------|
| Julian Huw Baines | Group Executive Chairman |
| Gavin Jones | Chief Executive Officer |
| Stephen Michael Young | Chief Financial Officer |
| Christian Alexander Rigg | Non-Executive Director |
| Jennifer Ann Winter | Non-Executive Director |
| Christopher Harwood Bernard Mills | Non-Executive Chairman |

4.1 Director Remuneration and Benefits

The following tables set out details relating to the Executive Directors’ service contracts:

Group Executive Chairman Contract, Remuneration and Emolument

Julian Huw Baines service contract

The service contract of Julian Huw Baines is summarised below and has not been amended in the six months preceding publication of this document:

| Name | Job Title | Date of Contract | Term | Notice Period | Current Base Salary | Bonus entitlement |
|-------------------|--------------------------|-------------------------|-------------|----------------------|----------------------------|--------------------------|
| Julian Huw Baines | Group Executive Chairman | 1 February 2024 | Permanent | 6 months | £225,000 | None |

Benefits

Julian Huw Baines is entitled to the following benefits under his service contract:

| Name | Accommodation allowance | Private Medical Insurance | Car Allowance | Holidays | Current Employer Pension Contribution |
|-------------------|--------------------------------|----------------------------------|-------------------------|--|--|
| Julian Huw Baines | £1500 per calendar month | Yes | £800 per calendar month | 33 days' (excluding public holidays in the United Kingdom) | 5% |

Chief Executive Officer Contract, Remuneration and Emoluments

Gavin Jones service contract

The service contract of Gavin Jones is summarised below and has not been amended in the six months preceding publication of this document:

| Name | Job Title | Date of Contract | Term | Notice Period | Current Base Salary | Bonus entitlement |
|-------------|-------------------------|-------------------------|-------------|----------------------|----------------------------|--------------------------|
| Gavin Jones | Chief Executive Officer | 25 March 2025 | Permanent | 6 months | £225,000 | Discretionary |

Benefits

Gavin Jones is entitled to the following benefits under his service contract:

| Name | Accommodation allowance | Private Medical Insurance | Car Allowance | Holidays | Current Employer Pension Contribution |
|-------------|--------------------------------|----------------------------------|----------------------|--|--|
| Gavin Jones | None | Yes | £7,200 per annum | 33 days' (including public holidays in the United Kingdom) | 5% |

Chief Financial Officer Contract, Remuneration and Emoluments

Stephen Michael Young service contract

The service contract of Stephen Michael Young is summarised below and has not been amended in the six months preceding publication of this document:

| Name | Job Title | Date of Contract | Term | Notice Period | Current Base Salary | Bonus entitlement |
|-----------------------|-------------------------|-------------------------|-----------------------------|----------------------|----------------------------|--------------------------|
| Stephen Michael Young | Chief Financial Officer | 10 July 2023 | 6 month rolling appointment | 3 months | £180,000 | Discretionary |

Benefits

Stephen Michael Young is entitled to the following benefits under his service contract:

| Name | Accommodation allowance | Private Medical Insurance | Car Allowance | Holidays | Current Employer Pension Contribution |
|-----------------------|--------------------------------|----------------------------------|----------------------|--|--|
| Stephen Michael Young | None | Yes | £9600 per annum | 33 days' (including public holidays in the United Kingdom) | 15% |

Non-Executive Directors' Remuneration and Emoluments

Continuation of the Non-Executive Directors' appointments are subject to continued satisfactory performance in accordance with the terms of the letters of appointment and re-election by Shareholders at annual general meetings of the Company in accordance with the Company's articles of association.

The following tables set out details relating to the Non-Executive Directors' appointments:

Christian Alexander Rigg letter of appointment:

| Name | Job Title | Date of Letter of Appointment | Term | Notice Period | Current Salary/Fees |
|--------------------------|------------------------|--------------------------------------|---|----------------------|----------------------------|
| Christian Alexander Rigg | Non-Executive Director | 1 July 2021 | Ongoing, subject to retirement and re-election per Company's articles | 3 months | £50,000 |

Jennifer Ann Winter letter of appointment:

| Name | Job Title | Date of Letter of Appointment | Term | Notice Period | Current Salary/Fees |
|---------------------|------------------------|--------------------------------------|---|----------------------|----------------------------|
| Jennifer Ann Winter | Non-Executive Director | 1 February 2022 | Ongoing, subject to retirement and re-election per Company's articles | 3 months | £50,000 |

Christopher Harwood Bernard Mills letter of appointment:

| Name | Job Title | Date of Letter of Appointment | Term | Notice Period | Current Salary/Fees |
|-----------------------------------|------------------------|--------------------------------------|---|----------------------|----------------------------|
| Christopher Harwood Bernard Mills | Non-Executive Chairman | 8 April 2016 | Ongoing, subject to retirement and re-election per Company's articles | 3 months | £50,000 |

Non-Executive Directors are not entitled to participate in any Company incentive schemes, are not eligible to join the Company's pension and benefit schemes and are not eligible for compensation for loss of office.

Save as disclosed above there are no other agreements, arrangements or understandings (including any compensation or incentivisation arrangements) that exist between the Company and any of the Directors, Shareholders, or any person interested or recently interested in shares of the Company, having any connection with or dependence upon the outcome of the Annual General Meeting.

5 Options

As at the Last Practicable Date, the total number of outstanding options to subscribe for new Ordinary Shares is 500,000 representing approximately 0.12% of the Company's Total Voting Rights.

Assuming the repurchase of 64,575,466 Ordinary Shares, the total number of outstanding options to subscribe for new Ordinary Shares would represent approximately 0.14% of the Company's then Total Voting Rights.

6 Repurchases by the Company within the last 12 months

The Company has repurchased 21,036,844 Ordinary Shares in the last 12 months.

7 Major Shareholders

At the Last Practicable Date, in so far as is known to the Company, the name of each person who, directly or indirectly, is interested in voting rights representing 5% or more of the Total Voting Rights in respect of the Company's share capital, and the amount of such person's holding, is as follows:

| <i>Name</i> | <i>Number of Ordinary Shares</i> | <i>Number of Partly Paid Shares</i> | <i>% of Total Voting Rights</i> |
|----------------------------|----------------------------------|-------------------------------------|---------------------------------|
| Harwood Capital* | 127,050,000 | | 29.51% |
| Gresham House | 51,138,498 | | 11.88% |
| Liontrust Asset Management | 44,560,448 | | 10.35% |
| Schroder Investment Mgt | 27,250,596 | | 6.33% |
| Ruffer | 26,005,000 | | 6.04% |

*Consolidated position of holdings held directly and indirectly by the Concert Party.

8 Material Contracts

The following contracts, not being contracts entered into in the ordinary course, have been entered into by the Company or other members of the Group in the two years prior to the date of this document, or are subsisting agreements which are included within, or which relate to, the assets and liabilities of the Company (notwithstanding whether such agreements are within the ordinary course or were entered into outside of the two years immediately preceding the publication of this Circular) and are, or may be, material:

The three year Hematology group purchasing agreement with Blood Centers of America (March 2026)

9 No significant change

There has been no significant change in the financial or trading position of the Company since the Company's Preliminary announcement of results made on 24 March 2026.

10 Middle Market Quotations

The middle market quotations for an Ordinary Share on the first business day of each of the six months immediately preceding the date of this document and on the latest available date prior to the publication of this document as derived from the Stock Exchange Daily Official List, were as follows:

| Date | Pence |
|-----------------|--------|
| 3 November 2025 | 26.2p |
| 1 December 2025 | 25.2p |
| 2 January 2026 | 26.55p |
| 2 February 2026 | 23.8p |
| 2 March 2026 | 25.8p |
| 1 April 2026 | 24.4p |
| 22 April 2026 | 25.3p |

11 Ratings information

The Company does not have any current ratings or outlooks publicly accorded to it by credit rating agencies.

12 General

12.1 Save as set out in this Circular, there is no agreement, arrangement, or understanding (including any compensation arrangement) between the Concert Party, or any person acting in concert with any of them and any of the Directors, recent directors, Shareholders, or recent shareholders of the Company, or any person interested or recently interested in Shares of the Company having any connection with or dependence upon the proposals set out in this Circular.

No agreement, arrangement or understanding exists whereby any Shares in the Company acquired by any member of the Concert Party will be transferred to any other person.

12.2 Information on the nature of the Company's business and the Company's financial and trading prospects can be found in the Company's Annual Report 2025 which can be found on the Company's website at <https://www.ekfdiagnostics.com/investors/relations/documentation/annual-reports-and-accounts>.

12.3 All information relating to the financial position of the Company required by Rules 24.3(a) and 24.3(c) of the Takeover Code may be found in the audited accounts for the Company for the financial years ended 31 December 2022, 31 December 2023 and 31 December 2024 which can be found on the Company's website at <https://www.ekfdiagnostics.com/investors/>. These accounts are hereby incorporated

into this document. If you wish to receive a hard copy of any document incorporated by reference into this document, please contact the Company by email at investors@ekfdiagnostics.com or between 9:00 a.m. and 5:00 p.m. (London time) Monday to Friday on +44 (0) 2920 710570.

12.4 As at the close of business on the Last Practicable Date, Singer Capital Markets did not hold any Ordinary Shares.

13 Independent Advice to the Board

The Takeover Code requires the Independent Directors to obtain competent independent advice regarding the merits of the proposed Waiver Resolution. Singer Capital Markets has provided formal advice to the Independent Directors regarding the Proposals and in providing such advice, Singer Capital Markets has taken into account the Independent Directors' commercial assessments. Singer Capital Markets has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which it appears. Singer Capital Markets confirms that it is independent of Harwood and has no personal, financial or commercial relationship or arrangements or understandings with Harwood.

14 Documents available for inspection

This Circular, as well as copies of the following documents will be available to view at the Company's registered offices during normal business hours on any business day and on the Company's website at <https://www.ekfdiagnostics.com/investors/> from the date of this document up to and including 19 May 2026 and at the Annual General Meeting to be held on that day:

- (a) the memorandum and articles of association of the Company;
- (b) the latest financial information of the Company for the periods ended 31 December 2024 and 30 June 2025;
- (c) the written consent of Singer Capital Markets referred to in paragraph 13 of the Additional Information section of this document;
- (d) Material Contracts (as set out in paragraph 8 of the Additional Information section in so far as they relate to the proposals set out in this Circular); and copies of this document.