

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services And Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in Pathos Communications plc, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

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## **Pathos Communications plc**

*(the “Company”) incorporated and registered in England and Wales with company no. 12106511*

### **Notice of Annual General Meeting**

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Notice of the 2026 Annual General Meeting of Pathos Communications plc, to be held at the offices of Bird & Bird LLP at 12 New Fetter Lane London EC4A 1JP at 11.00 a.m. on Monday 1 June 2026, is set out on pages 3 to 4 of this document. Your attention is drawn to the letter from the Non-Executive Chairman on page 2 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 8 and 9. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than 11.00 a.m. on Thursday 28 May 2026.

## CHAIRMAN'S LETTER

To all Shareholders of Pathos Communications plc

7 May 2026

### Dear Shareholder,

I am pleased to inform you that the Company's annual report and accounts for the financial year ended 31 December 2025, and the notice of the 2026 annual general meeting have now been published.

Our annual general meeting will be held at the offices of Bird & Bird LLP at 12 New Fetter Lane London EC4A 1JP at 11.00 a.m. on Monday 1 June 2026 (the "**AGM**"). The formal notice of the AGM (the "**Notice**") is set out on pages 3 and 4 of this document and contains the proposed resolutions on which you are invited to vote.

Explanatory notes to the business to be considered are set out in the Appendix to this document on page 5.

### Appointing a proxy

If you are unable to attend the AGM, you can still be represented at the meeting by appointing a proxy to act on your behalf and by giving instructions on how you wish your proxy to vote on the proposed resolutions.

Irrespective of whether or not you propose to attend the meeting, we would encourage you to appoint the Chairman of the meeting as your proxy. This will ensure that your vote will be counted if ultimately you are (or any other proxy you might otherwise appoint is) not able to attend on the day for any reason. If you appoint the Chairman of the meeting as your proxy, the Chairman will vote in accordance with your instructions. If the Chairman is given discretion as to how to vote, he or she will vote in favour of each of the resolutions set out in the Notice. Appointing a proxy will not prevent you from attending and voting in person if you wish to do so. All proposed resolutions will be put to a vote on a show of hands. Under the Company's Articles of Association, any shareholder or proxy holder present at the meeting has the right to demand a poll.

Instructions on how to appoint a proxy can be found in the Notes to the Notice of AGM set out on pages 8 to 9. To be valid, your proxy appointment must be received at the address for delivery specified in those Notes by no later than 11.00 a.m. on Thursday 28 May 2026.

### Recommendation

The Company's board of directors considers that the proposed resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and unanimously recommends shareholders to vote in favour of them as the directors intend to do in respect of their own beneficial shareholdings (save in respect of those resolutions in which they are interested).

I look forward to seeing as many of you as possible at the AGM.

Yours faithfully,

**Mark Elliott**

*Non-Executive Chairman*

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Pathos Communications plc (the “Company”) will be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London, EC4A 1JP at 11.00 a.m. on Monday 1 June 2026.

Resolutions 1 to 11 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 12 is proposed as a special resolution. This means that for this resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

### Resolutions to be put to the AGM

1. THAT the Annual Report and Accounts for the year ended 31 December 2025 be received and adopted.
2. THAT, on an advisory only basis, the directors’ remuneration policy referenced in the Annual Report and Accounts for the year ended 31 December 2025 be approved.
3. THAT, on an advisory only basis, the directors’ remuneration report contained in the Annual Report and Accounts for the year ended 31 December 2025 be approved.
4. THAT the auditor of the Company, HaysMac LLP, be re-appointed to hold office until the conclusion of the next AGM at which the accounts are laid before the Company.
5. THAT the directors be authorised to agree the remuneration of the auditor of the Company.
6. THAT Adam Hurst be elected as a director of the Company.
7. THAT Adetunji Akintokun be elected as a director of the Company.
8. THAT Mark Elliott be elected as a director of the Company.
9. THAT Omar Essam El-Din Saleh Hamdi be elected as a director of the Company.
10. THAT Linda Marston-Weston be elected as a director of the Company.
11. THAT, in accordance with section 551 of the Companies Act 2006 (the “Act”), the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot Ordinary Shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum aggregate nominal amount of £3,333.33 being approximately five per cent. of the Company’s current issued share capital as at 6 May 2026 (being the latest practicable date prior to the publication of this document), to such persons and at such times and on such terms as they think fit, provided that this authority shall:
  - (a) operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to section 551 of the Act to the extent unused; and
  - (b) expire on whichever is earlier of: (i) the conclusion of the Company’s next AGM following the passing of this resolution; and (ii) the date which is 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in a general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the directors may allot such shares or grant such rights in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.
12. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days’ notice.

BY ORDER OF THE BOARD

**Adam Hurst**  
*CFO and Company Secretary*

7 May 2026

## EXPLANATORY NOTES TO THE RESOLUTIONS

### **Resolution 1 – Report and accounts**

The Companies Act 2006 requires the directors of a public company to lay before the company in a general meeting, copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. Resolution 1 proposes that the Company's annual accounts for the year ended 31 December 2025 together with the Directors' Report and Auditor's Report on these accounts be received, considered and adopted ("**2025 Annual Report**").

The Company's 2025 Annual Report is available online at <https://pathoscommunicationsplc.com/investors/>

### **Resolutions 2 and 3 – Directors' remuneration policy and Directors' remuneration report**

In line with legislation and the requirements of the QCA Corporate Governance Code (2023), resolutions 2 and 3 are to approve, on an advisory basis only, the directors' remuneration policy (as referenced on page 15 of the 2025 Annual Report) and the directors' remuneration report (as contained on page 15 of the 2025 Annual Report).

### **Resolutions 4 and 5 – Reappointment of HaysMac LLP as auditor and authorisation for the directors to set their remuneration**

Resolution 4 relates to the reappointment of HaysMac LLP as the Company's auditor to hold office until the next annual general meeting of the Company.

Resolution 5 seeks to authorise the directors to set the remuneration payable to HaysMac LLP as the Company's auditor.

### **Resolution 6 to 10 – Election of directors**

Resolutions 6 to 10 deal with the election of Adam Hurst, Mark Elliott, Linda Marston-Weston and Adetunji Akintokun who were appointed to the Board in December 2026, and Omar Hamdi who was appointed to the Board in July 2019 and who are each standing for election by shareholders for the first time in accordance with the QCA Corporate Governance Code (2023) and the Company's articles of association, which provide for all Directors to be subject to annual election or re-election by shareholders.

The Board considers that each Director seeking election contributes effectively to Board deliberations and demonstrates commitment to their role. This consideration of effectiveness is based on, amongst other things, the business skills, industry experience, business model experience and other contributions individuals may make, both as an individual and also in contributing to the balance of skills, knowledge and capability of the Board as a whole, as well as the commitment of time for Board and Committee meetings and other duties.

Biographical details for each of the members of the Board of directors are available on pages 6 and 7.

### **Resolution 11 – Allotment of share capital**

The board would like to seek authority to provide the directors with flexibility to allot new shares and grant rights to subscribe for new shares up until the Company's next annual general meeting in 2027. Accordingly, if passed, this resolution will authorise the directors to allot (or grant rights over) new shares in the Company up to an aggregate nominal amount of £3,333.33, representing approximately five per cent. of the Company's issued ordinary share capital as at 6 May 2026 (being the latest practicable date prior to the publication of this document).

The directors do not have any present intention to exercise this authority; however, the board considers it prudent to maintain the flexibility that it provides to enable the directors to respond to any appropriate opportunities that may arise.

If passed, this authority will expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this resolution or the date which is 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in a general meeting prior to such date.

## **Resolution 12**

Resolution 12 is a special resolution to allow the Company to call general meetings, other than annual general meetings, on not less than 14 clear days' notice.

## **Directors' Biographies**

### **Mark Elliott**

#### *Chairman and Independent Non-Executive Director*

Appointed to the Board: December 2025

Committee membership: Audit and Risk, Remuneration and Nominations

Mark is an experienced Chairman and Non-Executive Director, including leading SMEs through growth, transformation, and change. He currently serves as Non-Executive Chairman of AIM-quoted Journeo plc and Malvern International plc. Mark's career includes roles within the technology, education and corporate finance sectors, including finance and management roles operating in Europe, the USA, and South Africa.

Mark is an ICAEW chartered accountant and previously held the role of Partner at Baker Tilly, following which he held various roles as CFO, including with Dovetail Services (UK) Ltd and Enables IT Group plc.

### **Omar Hamdi**

#### *Founder and Chief Executive Officer*

Appointed to the Board: July 2019

Committee membership: None

Omar founded Pathos in 2019 and has led the Company as CEO since its inception. Prior to establishing Pathos, he spent nearly seven years working in TV and media, holding several presenter and publishing roles with BBC One Wales, BBC Radio 2, The Independent, The Express, and New Internationalist.

Mr Hamdi's most recent role in the media was as a television presenter on a BAFTA winning consumer affairs show on BBC One Wales. Omar has also contributed to four books, two of which were shortlisted for Times book of the year. Omar graduated from Leeds University with a degree in Cognitive Science, School of Computing. He has held positions of responsibility within the UK StartUp Awards and the Peachscore Venture Accelerator in California.

### **Adam Hurst**

#### *Chief Financial Officer*

Appointed to the Board: December 2025

Committee membership: None

Adam joined Pathos in July 2025 as the Group's CFO and brings more than 25 years' experience in senior financial roles across a diverse range of sectors. Most recently Adam served as Interim CFO for Shearwater Group plc, an AIM-quoted cybersecurity business, and prior to that was CFO at TISE listed digital marketing group Yell Ltd.

He started his career at Price Waterhouse before moving into industry where he held a variety of positions including in corporate development and as Group Financial Controller at FTSE 100 company Tate & Lyle plc. This was followed by ten years at AIM and FTSE 250 listed Entertainment One Ltd, which included divisional CFO roles, leading a variety of change management projects and supporting revenue growth across London, Toronto and Los Angeles.

Adam graduated in Economics from Manchester University and is a Fellow of the Institute of Chartered Accountants in England and Wales.

### **Linda Marston-Weston**

#### *Independent Non-Executive Director*

Appointed to the Board: December 2025

Committee membership: Audit and Risk (Chairman), Remuneration and Nominations

Linda is an experienced director and ACA-qualified professional with a career spanning over 35 years in professional services and non-executive roles. She currently serves as a Non-Executive Director of FTSE 250 listed Playtech plc,

where she chairs the Sustainability & Compliance Committee and sits on the Audit & Risk, the Remuneration and the Nominations Committee.

Previously a senior partner at EY, she held multiple leadership positions including Midlands Head of Tax and People Leader. She went on to establish and lead the Transaction Tax team at Cooper Parry, later becoming Head of Deals and Head of Tax for the Midlands.

Linda is a Fellow of the Institute of Chartered Accountants in England and Wales and as a member of Chapter Zero and the 350 Club, she is committed to advancing ESG, strong governance, and inclusive leadership across her non-executive portfolio.

**Adetunji (Tunji) Akintokun**

*Independent Non-Executive Director*

Appointed to the Board: December 2025

Committee membership: Audit and Risk, Remuneration and Nominations (Chairman)

Tunji is a multi-award-winning leader with four decades' experience in blue-chip organisations including Cisco, PwC and, most recently, LinkedIn. He now serves as a Non-Executive Director, Trustee, Patron and Angel Investor, using technology, sport and the arts as vehicles for change and widening access to opportunity.

He helps clients harness technology to unlock growth, while championing social inclusion and impact through sport, the arts and STEM. His roles include Senior Independent Director at England Athletics, Board Advisor at 10,000 Interns, Trustee at the Personal Best Foundation, Patron of autism charity CASPA, and founder of the Ilesha Charitable Trust.

A London South Bank University alumnus, he completed postgraduate and executive education at Stanford and Wharton and was awarded an MBE (2018) and the Freedom of the City of London (2025).

## Notes to the Notice of AGM

### Entitlement to attend and vote

1. Only those members registered on the Company's register of members at close of business on the date which is two working days before the time of the meeting, shall be entitled to attend and vote at the AGM.

### Appointment of proxies

2. If you are a member 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 AGM. Members can appoint a proxy using one of the methods set out in note 6 below. You can only appoint a proxy using the procedures set out in these notes.
3. A proxy does not need to be a member of the Company but must attend the AGM to represent you. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them but please note the comments about attendance above.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrar, Neville Registrars, whose details are provided at the end of this section.
5. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. To be valid, the proxy instructions must be received by one of the below methods no later than 11.00 a.m. on Thursday 28 May 2026:
  - (a) By post or by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD using the Form of Proxy accompanying this notice.
  - (b) As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) using the shareholder's personal proxy registration code as shown on the form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by no later than 11.00 am on Thursday 28 May 2026.
  - (c) If your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 7 below.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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.
8. 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 Company's agent, Neville Registrars (CREST Participant ID: 7RA11), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 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. 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 (as amended).
10. 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).
11. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Neville Registrars, whose details are provided at the end of this section. 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 Neville Registrars no later than 11.00 a.m. on Thursday 28 May 2026.
12. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
13. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

15. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Company's registrar, Neville Registrars, whose contact details are provided at the end of this section.
16. 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.
17. 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 powers over the same share.
18. As at 6 May 2026 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 66,666,666 ordinary shares of £0.001 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company, therefore, the total number of voting rights in the Company as at 6 May 2026 was 66,666,666.
19. Each of the resolutions to be put to the AGM will be voted on by a show of hands and not a poll. Under a show of hands, each member or proxy present at the meeting has one vote regardless of the number of shares held. Members and proxies will be asked to raise their hand to indicate how they wish to cast their votes. The result of the vote on a show of hands will be announced by the Chairman at the meeting. Any member or proxy holder entitled to do so may demand a poll in accordance with the Company's Articles of Association and the Companies Act 2006.
20. Under section 319A of the Act, the Company must answer any question relating to the business being dealt with at the AGM unless:
  - (a) answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
  - (b) the answer has already been given on a website in the form of an answer to a question; or
  - (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
21. Should you wish to submit a question to the Board in advance of the AGM, please send this via email to: [info@pathoscommunicationsplc.com](mailto:info@pathoscommunicationsplc.com).
22. The following will be available for inspection at the offices of Bird & Bird LLP during normal UK business hours on advance request from the Company Secretary by emailing [info@pathoscommunicationsplc.com](mailto:info@pathoscommunicationsplc.com) and at the place of the AGM from 8.30 a.m. until the end of the AGM:
  - (a) Copies of service contracts of Executive Directors; and
  - (b) Copies of letters of appointment of Non-Executive Directors (including the Chairman).
23. Any electronic address provided either in this notice of AGM or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
24. A copy of this Notice and other information required by section 311A of the Act can be found on the Company's website at <https://pathoscommunicationsplc.com/investors/>
25. The Company's registrar, Neville Registrars, can be contacted as follows:
  - (a) Post: Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD
  - (b) Phone: +44 (0)121 585 1131 (Calls are charged at the standard geographic rate and will vary by provider). Lines are open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales.
  - (c) Email: [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk)

**Pathos Communications plc**

*Registered Office:*  
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