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If you are in any doubt about the contents of this document or the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“**FSMA**”) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your ordinary shares in Winvia Entertainment plc, please forward this document at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares, please retain the documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority. Neither the Financial Conduct Authority nor the London Stock Exchange has itself examined or approved the contents of this Notice. The AIM Rules are less demanding than those of the Official List of the Financial Conduct Authority.



**WINVIA ENTERTAINMENT PLC**

*Incorporated in England and Wales with registered number 03755182*

**Notice of Annual General Meeting 2026**

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This document should be read as a whole. Your attention is drawn in particular to the letter from the Chair of the Company which is set out in this document and which contains recommendations that you vote in favour of all of the Resolutions set out in the Notice of Annual General Meeting referred to as follows.

Notice of the Annual General Meeting of the Company, to be held at 10am on Friday 26 June 2026 at the offices of Bryan Cave Leighton Paisner LLP, Governor’s House, 5 Laurence Pountney Hill, London EC4R 0BR, is set out on pages 03 to 08.



## To Winvia Entertainment plc shareholders

*Directors:*

Jo Bucci	(Chair)
Mihai Manoilă	(Chief Executive Officer)
Tim Lloyd-Hughes	(Senior Independent Non-Executive Director)
Simon Hay	(Chief Financial Officer)
Charles Butler	(Independent Non-Executive Director)
Simon Fairchild	(Independent Non-Executive Director)

2 June 2026

Dear shareholder,

### NOTICE OF ANNUAL GENERAL MEETING 2026

This document contains the notice (the “**Notice**”) of the Annual General Meeting (“**AGM**” or “**Annual General Meeting**”) of Winvia Entertainment plc (the “**Company**” or “**Winvia**”) and the resolutions to be proposed at the AGM (the “**Resolutions**”), which is to be held at the offices of Bryan Cave Leighton Paisner LLP, Governor’s House, 5 Laurence Pountney Hill, London EC4R 0BR on Friday 26 June 2026 at 10am.

The Notice of AGM is set out on pages 03 to 08 of this document, detailing the Resolutions that the shareholders are being asked to vote on, with explanatory notes of the business to be conducted at the AGM on page 08.

If the chair of the AGM is appointed as proxy they will, of course, vote in accordance with any instructions given. If they are given discretion as to how to vote, they will vote in favour of each of the Resolutions.

The purpose of the Annual General Meeting is to seek shareholders’ approval to pass the Resolutions, within this Notice of AGM. Resolutions 1 – 13 inclusive will all be proposed as ordinary resolutions and Resolution 14 will be proposed as a special resolution. The following is a brief summary of the business of the 2026 AGM.

- Resolution 1 relates to the receiving of the Report and Accounts for the year ended 31 December 2025.
- Resolutions 2 and 3 relate to advisory votes on the Remuneration Policy and the Remuneration Report set out in the annual report and accounts of the Company for the year ended 31 December 2025 (the “**2025 Annual Report**”).
- Resolution 4 deals with the approval of a final dividend for the year ended 31 December 2025.
- Resolutions 5 to 10 are to approve the re-election of the directors of the Company who are retiring on an annual basis and offering themselves for re-election. Biographical details for the Directors can be found on page 05 of this document.
- Resolutions 11 and 12 relate to the re-appointment of auditors and the authorisation of the audit committee of the Board (the “**Audit Committee**”) to determine their fees.
- Resolution 13 is to authorise the Directors to make allotments of shares in connection with (i) awards made under the Winvia Entertainment plc (Consultants) Share Option Plan (the “**Consultants Share Option Plan**”) and (ii) the acquisition of any shares in Crowd Services Limited not already held by the Company, by way of a share for share exchange (the “**Minority Acquisition**”).
- Resolution 14 is to disapply the statutory pre-emption rights from the allotment of shares in connection with the Consultants Share Option Plan.

The board of directors of the Company (the “**Board**” or the “**Directors**”) is always interested in the views of shareholders on the Company’s activities and we remain committed to engagement with our shareholders. Given that shareholders will be able to attend in person, shareholders will be able to ask questions of the Board at the AGM. Recognising, however, that some shareholders may prefer not to attend the AGM in person, we have made provisions to submit questions to the Board on the business of the AGM. To submit questions in advance of the AGM, questions should be sent via our website: [winvia.co.uk/contact/](http://winvia.co.uk/contact/), by no later than 10am on Wednesday 24 June 2026 and we will publish answers to such questions, to the extent we consider appropriate on our website. Please note that some questions may be grouped together.

In line with best practice corporate governance, voting on the business of the meeting will be conducted on a poll. I would strongly encourage shareholders to exercise their right to vote in the following ways:

- submitting your proxy votes online by going to Equiniti's Shareview website, [www.Shareview.co.uk](http://www.Shareview.co.uk), and logging onto your Shareview portfolio (further details on creating your Shareview Portfolio are set out below); or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (refer to the notes accompanying the Notice of AGM at the end of this document); or
- by requesting a hard copy form of proxy directly from Equiniti Limited (the "**Registrars**").

If you need help with voting online, or to request a hard copy form of proxy, please contact our Registrars, on +44 (0) 371 384 2990. 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. They are open between 8.30am–5.30pm Monday to Friday excluding public holidays in England and Wales, or contact Equiniti online at: [www.Shareview.co.uk](http://www.Shareview.co.uk).

To submit your proxy votes online go to Equiniti's Shareview website, [www.shareview.co.uk](http://www.shareview.co.uk), and log in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. Electronic proxies must be completed and lodged in accordance with the instructions on the website by no later than 10am on Wednesday 24 June 2026.

If you hold your ordinary shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of AGM at the end of this document. Proxies submitted via CREST must be received by Equiniti (ID RA19) by no later than 10am on Wednesday 24 June 2026 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

## Recommendation

The Board believes that all Resolutions are in the best interests of the Company and its Shareholders and unanimously recommends voting in favour of them, as the Directors will do with their own beneficial shareholdings.

Yours faithfully,

**Jo Bucci**

Chair

*Registered Office:*

2 Plato Place

72–74 St Dionis Road

London

SW6 4TU

Registered Number: 03755182

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Winvia Entertainment plc (the “**Company**”) will be held at 10am on Friday 26 June 2026 at the offices of Bryan Cave Leighton Paisner LLP, Governor’s House, 5 Laurence Pountney Hill, London EC4R 0BR (the “**AGM**”) for the following purposes:

## ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

### Resolution 1: Annual Financial Statements and Directors’ Report

1. To receive the Company’s financial statements together with the reports thereon of the Directors and auditors for the year ended 31 December 2025.

### Resolutions 2 to 3: Remuneration Policy and Remuneration Report

2. To approve the Directors’ Remuneration Policy set out on pages 59 to 60 of the 2025 Annual Report.
3. To approve the Directors’ Remuneration Report for the year ended 31 December 2025 set out on pages 61 to 62 of the 2025 Annual Report.

### Resolution 4: Dividend

4. To declare a final dividend of 5.9 pence per ordinary share for the year ended 31 December 2025, as recommended by the Directors which, if approved, will be payable on 1 July 2026 to shareholders on the register of members at the close of business on 5 June 2026.

### Resolutions 5 to 10: Re-Election of Directors

5. To re-elect Jo Bucci as a Director of the Company.
6. To re-elect Mihai Manoilă as a Director of the Company.
7. To re-elect Tim Lloyd-Hughes as a Director of the Company.
8. To re-elect Simon Hay as a Director of the Company.
9. To re-elect Charles Butler as a Director of the Company.
10. To re-elect Simon Fairchild as a Director of the Company.

### Resolution 11: Re-appointment of Auditor

11. To re-appoint the auditors, BDO LLP, as auditors of the Company to hold office until the conclusion of the next general meeting at which annual financial statements are laid before the Company.

### Resolution 12: Remuneration of Auditor

12. To authorise the Audit Committee to determine the auditor’s remuneration as auditors of the Company.

**Resolution 13: Authority to Allot Ordinary Shares**

13. THAT, in substitution for all existing and unexercised authorities and powers, the Directors (or a duly constituted committee of the Directors) be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“CA 2006”) to allot equity securities (as defined by section 560(1) of the CA 2006) in the Company and to grant rights to subscribe for or convert any security into ordinary shares of the Company up to an aggregate nominal amount of £5,388.76 pursuant to: (i) awards made under the Winvia Entertainment plc (Consultants) Share Option Plan (the “**Consultants Share Option Plan**”); and (ii) the acquisition of any shares in Crowd Services Limited not already held by the Company, by way of a share for share exchange (the “**Minority Acquisition**”), provided that such authority shall expire, unless renewed, varied or revoked by the Company, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the date which is 15 months from the date on which this Annual General Meeting is held (if earlier), save that the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares or the grant of rights to subscribe for, or convert any security into, shares pursuant to such offer or agreement as if this authority had not expired.

**SPECIAL RESOLUTION**

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

**Resolution 14: Disapplication of Pre-Emption Rights**

14. THAT, subject to and conditional on the passing of resolution 13, the Directors be authorised, pursuant to sections 570 and 571 of the CA 2006, to allot equity securities for cash pursuant to the authority conferred by resolution 13 as if section 561 of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with awards made under the Consultants Share Option Plan, provided that such authority shall expire, unless renewed, varied or revoked by the Company, at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date which is 15 months from the date on which such resolution was passed (if earlier), save that the Company may before this power expires make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if this authority had not expired.

By Order of the Board

**Kerin Williams**

Company Secretary

2 June 2026

*Registered Office:*

2 Plato Place  
72–74 St Dionis Road  
London  
SW6 4TU

Registered Number: 03755182

## Winvia Entertainment plc – Directors’ Biographies

### **Jo Bucci – Non-Executive Chair**

Jo Bucci brings a distinguished career spanning commercial radio, sales, and executive leadership. She served as Managing Director of People’s Postcode Lottery and was Chair of the Lotteries Council, where she played a pivotal role in sector advocacy and strategic direction. Jo also held the role of Deputy Chief Executive at Leicester City Football Club Limited, overseeing preparations for the club’s sale. She is currently Chief Executive Officer of The Jewish Chronicle and serves on the Board of Directors of Maggie’s, a leading cancer care charity.

**Committee membership: Nomination Committee (Chair), Remuneration Committee**

### **Mihai Manoilă – Chief Executive Officer**

Mihai founded and led a high-growth Romanian online casino, guiding it through successful fundraising and a strategic exit. With extensive experience in online gaming, marketing, and product development, Mihai has held key leadership roles focused on product innovation, technology, user acquisition and customer experience. Most recently, he spearheaded the turnaround of the BOTB business, implementing transformative changes in technology, marketing and operations to restore growth and increase profitability.

**Committee membership: None**

### **Tim Lloyd-Hughes – Senior Independent Non-Executive Director**

Tim is an experienced investment banker with deep expertise in corporate finance, M&A and capital markets. His focus has been primarily in the real estate, gaming, lodging and leisure sectors. Tim formerly held senior leadership roles at Jefferies, where he chaired the gaming, lodging and leisure investment banking practice in Europe, and at Deutsche Bank, where he served as Chairman and Managing Director in the same sector.

**Committee membership: Remuneration Committee (Chair), Audit Committee**

### **Simon Hay – Chief Financial Officer**

Simon is a Chartered Accountant with over 25 years’ experience in strategic and commercial finance and advisory roles across the gaming, travel and leisure sectors. Most recently Simon was CFO at Pawatech Group Limited, the owner of the betPawa brand, providing a sports betting and casino platform solution on a B2B basis to third-party operators in Africa. Prior to this, he was Interim CFO and Director of Group Finance at Rank Group PLC, a FTSE350 international gaming, leisure and entertainment group, operating gaming-based entertainment brands including Grosvenor Casinos and Mecca Bingo in the UK.

**Committee membership: None**

### **Charles Butler – Non-Executive Director**

Charles qualified as a chartered accountant and has a strong background in senior executive and board roles across growth and digital technology businesses, including those listed on AIM. He is currently CEO of Kape Technologies and was previously a partner at investment advisory firm Belerion Capital Group Ltd. Charles also served as CEO of Market Tech Holdings PLC, leading it through a successful AIM IPO before moving to the main list, and subsequent acquisition. His earlier roles include Group CEO of AIM listed NetPlay TV, an interactive gaming company.

**Committee membership: Audit Committee, Nomination Committee, Remuneration Committee**

### **Simon Fairchild – Non-Executive Director**

Simon is a highly experienced audit and risk executive with over 30 years’ experience leading governance, assurance and enterprise risk for FTSE 100/250 and global PE-backed organisations. During his career as a partner at PricewaterhouseCoopers LLP, based in London, he was involved with the firm’s global Sarbanes-Oxley (“SOX”) methodology and led the firm’s innovation in AI-enabled controls and assurances.

**Committee membership: Audit Committee (Chair), Nomination Committee**

**Notes:**

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

- a. Entitlement to attend and vote:** Pursuant to regulation 41 of the Uncertificated Regulations 2001, the Company specifies that only those shareholders registered on the register of members of the Company as at 6.00pm (being the close of business) on 24 June 2026 shall be entitled to vote at the aforesaid AGM in respect of the number of shares registered in their name at that time, or, if the AGM is adjourned, as at the close of business on the day falling two days (excluding any part of a day that is not a working day) before the adjourned meeting, as the case may be. In each case, changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

Seniority is determined by the order in which the names of the shareholders stand in the Register of Members of the Company.

You can vote by:

- i. submitting your proxy votes online by going to Equiniti's Shareview website, [www.Shareview.co.uk](http://www.Shareview.co.uk), and logging onto your Shareview Portfolio (further details on creating your Shareview Portfolio are set out below); or
- ii. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- iii. if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (see below); or
- iv. by requesting a hard copy form of proxy directly from the Registrars.

If you need help with voting online, or to request a hard copy form of proxy, please contact our Registrars, on +44 (0) 371 384 2990. 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. They are open between 8.30am-5.30pm., Monday to Friday excluding public holidays in England and Wales.

To submit your proxy votes online go to Equiniti's Shareview website, [www.shareview.co.uk](http://www.shareview.co.uk), and log in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk), and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. Electronic proxies must be completed and lodged in accordance with the instructions on the website by no later than 10am on Wednesday 24 June 2026.

**Appointment of proxies:** A member is entitled to appoint a proxy to exercise all or any of the member's rights to attend, speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company. If you are appointing more than one proxy you will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed, and ensure that, taken together, the numbers of shares stated on the forms of proxy do not exceed your holding.

For an electronic proxy appointment to be valid, the appointment must be received by the Registrars, no later than 10am on 24 June 2026.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Notes a) and b) above. 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 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.

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 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 their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

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).

Proxymity Voting – if you are an institutional investor, you may also 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](http://www.proxymity.io). Your proxy must be lodged by 10am on 24 June 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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.

- b. Changing proxy instructions:** If you submit more than one proxy appointment the appointment received last by the Registrars, before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. The CREST electronic proxy appointment service facilities are open to all CREST Members and those who use them will not be disadvantaged.
- c. Corporate representatives:** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- d. Votes withheld and discretionary votes:** 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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Annual General Meeting.
- e. Explanatory notes:** Explanatory notes in relation to the resolutions to be proposed at the AGM are set out on the following pages.
- f. Nominated Persons:** A Nominated Person may under an agreement between them and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the AGM. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.

If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the AGM, or does not wish to exercise such a right, they may still have the right under an agreement between themselves and the member who nominated them to give instructions to the member as to the exercise of voting rights at the AGM. Such Nominated Persons are advised to contact the members who nominated them for further information on this.

The statement of the rights of shareholders in relation to the appointment of proxies in notes b) and c) do not apply to Nominated Persons.

- g. Issued shares and total voting rights:** As at 29 May 2026 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consisted of 105,126,590 ordinary shares of £0.005 each, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 29 May 2026 are 105,126,590.
- h. Website giving information regarding the AGM:** A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website at: [www.winvia.co.uk](http://www.winvia.co.uk).
- i. Questions:** Recognising that some shareholders may prefer not to attend the AGM in person, we have made provisions to submit questions to the Board on the business of the AGM. To submit questions in advance of the AGM, questions should be sent via our website: <https://winvia.co.uk/contact> by no later than 10am on Wednesday 24 June 2026 and we will publish answers to such questions, to the extent we consider appropriate on our website. Please note that some questions may be grouped together. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if: (a) to do so 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.
- j. Voting:** Voting on all resolutions at this year's AGM will be conducted by way of a poll. The Board believes that a poll is more representative of shareholders' voting intentions because it gives as many shareholders as possible the opportunity to have their votes counted. The results of the poll will be announced via a Regulatory Information Service and made available on the company website as soon as practicable after the AGM.
- k. Electronic addresses:** You may not use any electronic address (within the meaning of section 333(4) of the CA 2006) provided in this Notice of AGM (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

# Winvia Entertainment plc

## Notice of Annual General Meeting

### Explanatory Notes to the Resolutions

Resolutions 1 to 13 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolution 14 will be proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

#### **RESOLUTION 1: REPORTS AND ACCOUNTS**

The Directors are required to present to the meeting the audited accounts and the reports of the Directors and the auditors for the year ended 31 December 2025. The 2025 Annual Report is available at [www.winvia.co.uk](http://www.winvia.co.uk)

#### **RESOLUTIONS 2 AND 3: REMUNERATION POLICY AND REMUNERATION REPORT**

Resolution 2 seeks shareholder approval of the Directors' Remuneration Policy as set out on pages 59 to 60 of the 2025 Annual Report. The resolution is put to an advisory shareholder vote in accordance with the recommendations of the QCA Corporate Governance Code and, therefore, the Directors' remuneration is not conditional on the passing of this resolution.

Resolution 3 seeks shareholder approval of the Directors' Remuneration Report for the year ended 31 December 2025, which is set out on pages 61 to 62 of the 2025 Annual Report (excluding Directors' Remuneration Policy set out on pages 59 to 60). The resolution is put to an advisory shareholder vote in accordance with the recommendations of the QCA Corporate Governance Code and, therefore, the Directors' remuneration is not conditional on the passing of this resolution.

#### **RESOLUTION 4: DIVIDEND**

To declare a final dividend of 5.9 pence per ordinary share for the year ended 31 December 2025 as recommended by the Directors. If approved, the dividend will be payable on 1 July 2026 to shareholders on the register of members at the close of business on 5 June 2026.

#### **RESOLUTIONS 5 TO 10: RE-ELECTION OF DIRECTORS**

Jo Bucci, Mihai Manoilă, Tim Lloyd-Hughes, Simon Hay, Charles Butler and Simon Fairchild are each seeking re-election as Directors of the Company in accordance with the Articles of Association of the Company (the "**Articles**") and the recommendations of the QCA Corporate Governance Code. Biographical details of the Directors can be found on page 05 of this document.

#### **RESOLUTION 11: RE-APPOINTMENT OF AUDITORS**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. This resolution proposes the re-appointment of BDO LLP.

#### **RESOLUTION 12: AUTHORITY TO SET THE AUDITOR'S REMUNERATION**

In accordance with standard practice, this resolution gives authority to the Audit Committee to determine the remuneration to be paid to the auditors. The amount of the remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts of the Company.

#### **RESOLUTION 13: AUTHORITY TO ALLOT SHARES**

Section 549 of the CA 2006 provides, in relation to all companies, that the Directors may not allot shares in the Company, or grant rights to subscribe for, or to convert any security into, shares in the Company unless authorised to do so by the Company in general meeting or by its Articles. Accordingly, this resolution seeks authority for a period expiring at the earlier of the close of the next annual general meeting of the Company and 15 months after the passing of the resolution for the Directors, for the purposes of section 551 of the CA 2006, to allot equity securities in the Company and to grant rights to subscribe for, or convert any security into, ordinary shares of the Company in connection with (i) awards made under the Consultants Share Option Plan; and (ii) the Minority Acquisition, provided that such authority shall be limited to the allotment of equity securities up to an aggregate nominal amount of £5,388.76. The Directors have no present intention to exercise the authority.

#### **RESOLUTION 14: DISAPPLICATION OF PRE-EMPTION RIGHTS**

If the Directors wish to allot any shares of the Company for cash in accordance with the authority to allot granted by resolution 13 at this year's AGM, these shares must generally be offered first to the shareholders of the Company (the "**Shareholders**") in proportion to their existing shareholdings. This resolution, which will be proposed as a special resolution, will therefore seek to enable the Directors to allot shares in connection with the Consultants Share Option Plan, for cash, without such shares being first offered to existing Shareholders, up to a maximum aggregate nominal amount of £5,388.76.

The Board considers that this authority is appropriate given the limited nature of the disapplication, which relates solely to allotments in connection with the Consultants Share Option Plan, and will keep the scope of this authority under review.

The Directors believe that the proposals in all the Resolutions are in the best interests of Shareholders as a whole. The Directors will be voting in favour of them and unanimously recommend that you do so as well.





