



**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND
REQUIRE YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in Skillcast Group Plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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SKILLCAST GROUP PLC

(incorporated in England and Wales with company number 12305914)

Notice of Annual General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company, which sets out the directors' recommendations.

Notice of the Annual General Meeting of Skillcast Group Plc to be held at 1.00 p.m. on Tuesday 25 June 2024 at 80 Leadenhall Street, London, EC3A 3DH is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event so as to be received by no later than 1.00 p.m. on 21 June 2024 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a proxy appointment will not preclude a Shareholder from attending and voting at the Annual General Meeting in person should he or she subsequently decide to do so.

LETTER FROM THE CHAIRMAN

SKILLCAST GROUP PLC

(Incorporated and Registered in England and Wales, with company number 12305914)

Directors:

Richard Amos (Non-Executive Chairman)
Vivek Dodd (Chief Executive Officer)
Richard Steele (Chief Financial Officer)
Anthony Miller (Chief Technical Officer)
Catriona Razic (Chief Commercial Officer)
Isabel Napper (Non-Executive Director)
Sally-ann Tilleray (Non-Executive Director)

Registered office:

80 Leadenhall Street
London,
EC3A 3DH
United Kingdom

28 May 2024

Dear Shareholder,

Annual Report 2023 and 2024 Annual General Meeting

I am pleased to enclose the 2023 Annual Report and Accounts and the formal Notice of the 2024 Annual General Meeting ('AGM') of Skillcast Group Plc (the 'Company'). This year's AGM will be held at the 80 Leadenhall Street, London, EC3A 3DH on Tuesday 25 June 2024 at 1.00 p.m. The Notice sets out the resolutions to be proposed, together with general notes for shareholders who wish to give proxy voting instructions.

Annual General Meeting

Enclosed with this Circular is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy is set out below and in the notes to the Notice of Meeting.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the notice of AGM.

Resolutions 1 to 11 inclusive will be proposed as ordinary resolutions and Resolutions 12 to 14 inclusive will be proposed as special resolutions of the Company. Resolution 2 is put to shareholders as an advisory and non-binding vote. Isabel Napper has elected to stand down as a Director of the Company at the Annual General Meeting and therefore will not be seeking reappointment.

- Resolution 1.** To receive and adopt the audited financial statements for the year ended 31 December 2023 and the reports of the Directors' and Auditors' thereon.
- Resolution 2.** To approve the Directors' Remuneration Report as set out in the Company's Annual Report and Accounts for the financial year ended 31 December 2023.
- Resolution 3.** To declare a final dividend of 0.279 pence per ordinary share for the year ended 31 December 2023.
- Resolution 4.** To re-appoint Crowe UK LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

Skillcast Group plc, 80 Leadenhall St, London, EC3A 3DH, United Kingdom
Registered in England and Wales. Company No. 12305914

- Resolution 5.** To re-appoint as a Director of the Company, Richard Amos who, being eligible, offers himself for re-appointment.
- Resolution 6.** To re-appoint as a Director of the Company, Vivek Dodd who, being eligible, offers himself for re-appointment.
- Resolution 7.** To re-appoint as a Director of the Company, Anthony Miller who, being eligible, offers himself for re-appointment.
- Resolution 8.** To re-appoint as a Director of the Company, Catriona Razic who, being eligible, offers herself for re-appointment.
- Resolution 9.** To re-appoint as a Director of the Company, Richard Steele who, being eligible, offers himself for re-appointment.
- Resolution 10.** To re-appoint as a Director of the Company, Sally-ann Tilleray who, being eligible, offers herself for re-appointment.
- Resolution 11.** To authorise the Directors to allot ordinary shares.
- Resolution 12.** To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis.
- Resolution 13.** To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis if the proceeds are used for the financing (or refinancing) of an acquisition or other capital investment.
- Resolution 14.** To authorise the Company to make market purchases of the Company's own shares.

Action to be taken

A Form of Proxy is enclosed for use by Shareholders at the Annual General Meeting. Shareholders are asked to complete, sign and return the Form of Proxy by post or by hand in accordance with the instructions printed therein so as to be received as soon as possible by the Company's registrars, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, but in any event so as to arrive no later than 48 hours before the Annual General Meeting. Alternatively, you may submit your proxy appointment electronically (see notes 3 - 8).

Skillcast Group plc, 80 Leadenhall St, London, EC3A 3DH, United Kingdom
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Recommendation

The Board considers that all the resolutions as set out in the notice of AGM are in the best interests of the Company and of its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as each of the directors intends to do in respect of their own beneficial holdings.

Yours faithfully,



Richard Amos
Chairman

SKILLCAST GROUP PLC

(Registered in England and Wales, with company number 12305914)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Skillcast Group Plc will be held at 80 Leadenhall Street, London, EC3A 3DH, United Kingdom at 1:00pm on Tuesday 25 June 2024 (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 - 11 inclusive will be proposed as ordinary resolutions and of which Resolutions 12 - 14 inclusive which will be proposed as special resolutions.

Ordinary Resolutions

- | | |
|-----------------------|--|
| Resolution 1. | To receive and adopt the audited financial statements of the Company for the year ended 31 December 2023 and the reports of the Directors' and Auditors' thereon. |
| Resolution 2. | To approve the Directors' Remuneration Report as set out in the Company's Annual Report and Accounts for the financial year ended 31 December 2023. |
| Resolution 3. | To declare a final dividend of 0.279 pence per ordinary share for the year ended 31 December 2023 to be paid on 26 July 2024 to the holders of ordinary shares of £0.001 each in the capital of the Company registered in the register of members at the close of business on 5 July 2024. |
| Resolution 4. | To re-appoint Crowe UK LLP as auditors of the Company and to authorise the directors to determine their remuneration. |
| Resolution 5. | To re-appoint as a director of the Company, Richard Amos who, being eligible, offers himself for re-appointment. |
| Resolution 6. | To re-appoint as a director of the Company, Vivek Dodd who, being eligible, offers himself for re-appointment. |
| Resolution 7. | To re-appoint as a director of the Company, Anthony Miller who, being eligible, offers himself for re-appointment. |
| Resolution 8. | To re-appoint as a director of the Company, Catriona Razic who, being eligible, offers herself for re-appointment. |
| Resolution 9. | To re-appoint as a director of the Company, Richard Steele who, being eligible, offers himself for re-appointment. |
| Resolution 10. | To re-appoint as a director of the Company, Sally-ann Tilleray who, being eligible, offers herself for re-appointment. |

Resolution 11. That pursuant to Section 551 of the Companies Act 2006 (the “Act”), the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £29,820 being approximately one-third of the current issued share capital of the Company provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

Special Resolutions

Resolution 12. That, subject to the passing of resolution 11 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 11 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £4,473 being approximately 5% of the current issued share capital of the Company.

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the “Section 571 Period”) but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

Resolution 13. That, conditional on the passing of Resolution 11 above, the directors be and are hereby authorised pursuant to section 570 of the Act and in addition to any authority granted under Resolution 12, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- (a) up to an aggregate nominal amount of £4,473 being approximately 5% of the current issued share capital of the Company; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which Directors determine to be an acquisition or other capital investment and which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the “Section 571 Period”) but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

Resolution 14. That the Company be generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.001 each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 8,945,946 ordinary shares (being approximately 10% of the issued ordinary share capital as at 28 May 2024 being the latest practicable date prior to the publication of the notice).
- (b) the minimum price (excluding expenses) which may be paid for each ordinary share is £0.001.
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations of an ordinary share in the Company, as derived from the AIM Appendix to the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the purchase is made; and

- ii. 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,

such authority to expire (unless previously renewed, varied or revoked by special resolution of the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which may be executed wholly or partly after the expiry of such authority.

By order of the Board

MSP Corporate Services Limited
Company Secretary
28 May 2024

Registered Office:

80 Leadenhall Street
London
EC3A 3DH
United Kingdom

Notes to the Notice of Annual General Meeting

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of ordinary shares at 1:00 p.m. on Friday 21 June 2024. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 1.00 pm on the day that is 48 hours prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post or by hand (see note 4); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6); or
 - proxy vote can be submitted at www.signalshares.com so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - change your dividend payment instruction
 - update your address
 - select your communication preference.
4. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to be received no later than 48 hours before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy 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 form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 (RA10) no later than 1.00 p.m. on 21 June 2024, or, in the event of an adjournment of the Annual General Meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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.
7. 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 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/her 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.

8. 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.
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 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 Annual General Meeting.
10. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
11. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
12. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
13. Any shareholder attending a meeting of the Company 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 meeting, but no such answer need be given if:
 - a. to do so would interfere unduly with the preparation for the meeting 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 meeting that the questions be answered.
14. As at 28 May 2024, being the latest practicable date before publication of this notice, the Company had 89,459,460 ordinary shares in issue. Each ordinary share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company is 89,459,460.
15. Any electronic address provided either in this Notice 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.
16. If you need help with voting online, or require an additional paper proxy form, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link on 0371 664 0391. 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 09:00 a.m. and 5:30 p.m. Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

