

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the 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 authorised under FSMA.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the Notice of Annual General Meeting enclosed with this document, 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 only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 4 of this document) and the Company (whose registered office appears on page 4 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document contains no offer of transferable securities to the public within the meaning of regulation 4 of The Public Offers and Admissions to Trading Regulations 2024 ("**POATR**"), or the UK MiFIR and does not constitute or form part of any offer, invitation or solicitation to purchase, subscribe for, sell or issue any ordinary shares or any other securities in the Company or to otherwise engage in any investment activity in any jurisdiction in which the same is unlawful, nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied in connection with, any contract therefore. Any failure to comply with these restrictions may constitute a violation of applicable securities laws in such jurisdictions. Accordingly, this document does not constitute a prospectus for the purposes of the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook ("**PRM**") made by the FCA and has not been drawn up in accordance with the PRM and has not been, and will not be, approved by or filed with the FCA or any other competent authority.

RC FORNAX PLC

(Incorporated in England and Wales with registered number 12795371)

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 set out in this document which contains the Directors' unanimous recommendation that you should vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to in respect of any of their own holdings of Ordinary Shares in the Company.

Notice of the Annual General Meeting of RC Fornax plc ("**Company**" or "**RCF**") to be held at the offices of Reed Smith LLP, 1 Blossom Yard, London, E1 6RS on 24 March 2026 at 1.30 p.m. is enclosed with this document.

Whether or not you intend to attend the Annual General Meeting, you are encouraged to vote by proxy at the meeting. This can be done in any of the following ways:

- by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notice; or
- if you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. You can do so by visiting <https://www.shareregistrars.uk.com/> and following the online instructions; or
- by sending a hard copy form of proxy directly to the Company’s Registrars, Share Registrars Limited, at 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX (email: enquiries@shareregistrars.uk.com telephone number: 01252 8213090) should you wish to forward one to the Company by post. 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 9.00 a.m. – 5.00 p.m., Monday to Friday excluding public holidays in England and Wales.

All proxy appointments (however made) must be received by 20 March 2026 at 1.30 p.m. (or in the case of an adjourned meeting, the 48 hours prior to that meeting).

A copy of this document is available at the Company’s website, www.rcfornax.co.uk. Neither the content of the Company’s website nor any website accessible by hyperlinks to the Company’s website is incorporated in, or forms part of, this document.

CONTENTS

DIRECTORS AND ADVISERS	4
EXPECTED TIMETABLE	5
DEFINITIONS	6
LETTER FROM THE CHAIRMAN	7
NOTICE OF ANNUAL GENERAL MEETING	11
NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING	14
RC FORNAX PLC	14
APPENDIX – RC FORNAX PLC 2026 LTIP	17

DIRECTORS AND ADVISERS

Directors	David Hitchcock Paul Reeves Rob Shepherd Chris Brooks Richard Smith Andrew McInerney	Non-Executive Chairman Chief Executive Officer Finance Director Managing Director Non-Executive Director Non-Executive Director
Company Secretary	Rob Shepherd	
Company Number	12795371	
Registered Office	220 Aztec Studios Park Avenue Almondsbury Bristol BS32 4SY	
Auditor	Azets Audit Services Limited One Temple Quay Temple Back Bristol BS1 6DZ	
Corporate Broker	Cavendish Capital Markets Limited One Bartholomew Close London EC1A 7BL	
Nominated Advisor	Strand Hanson Limited 26 Mount Row London W1K 3SQ	
Legal Advisor	Reed Smith LLP 1 Blossom Yard London E1 6RS	
Financial PR	BlytheRay 4-5 Castle Court London EC3V 9DL	
Registrars	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX	
Corporate Website	www.rcfornax.co.uk	

EXPECTED TIMETABLE

Publication of this document:	27 February 2026
Latest time and date of receipt of form of proxy:	20 March 2026 at 1.30 p.m.
AGM:	24 March 2026 at 1.30 p.m.

All times referred to above and in this document are, unless otherwise stated, to the local time in London.

Each of the times and dates referred to above and elsewhere in this document may be extended or brought forward at the discretion of the Company, in which case the revised time(s) and date(s) will be notified to Shareholders by public announcement.

DEFINITIONS

“AIM”	the AIM Market operated by the London Stock Exchange
“Annual General Meeting”	the Annual General Meeting of the Company convened at the offices of Reed Smith LLP, 1 Blossom Yard, London, E1 6RS on 24 March 2026 at 1.30 p.m., or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of Annual General Meeting
“Articles of Association”	The Articles of Association of the Company
“CA 2006” or “the Act”	the Companies Act 2006
“Company”	RC Fornax plc, a company incorporated in England and Wales with registered number 12795371, with its registered office at 220 Aztec Studios, Park Avenue, Almondsbury, Bristol, BS32 4SY
“CREST”	the paperless settlement system operated by Euroclear UK & International Limited in accordance with which securities may be held and transferred in uncertificated form
“Directors” or the “Board”	The directors of the Company whose names are set out on page 4 of this document, or any authorised committee thereof
“FCA”	the Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“London Stock Exchange”	London Stock Exchange plc
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting which is enclosed with this document
“Ordinary Share(s)”	ordinary share(s) of £0.0025 each in the capital of the Company
“POATR”	The Public Offers and Admissions to Trading Regulations 2024
“PRM”	Prospectus Rules: Admission to Trading on a Regulated Market sourcebook made by the FCA
“Resolutions”	the resolutions to be proposed at the Annual General Meeting as set out in the Notice of Annual General Meeting
“Shareholder(s)”	registered holder(s) of Ordinary Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland
“UK MiFIR”	UK version of the Markets in Financial Instruments Regulation (600/2014)

LETTER FROM THE CHAIRMAN

RC FORNAX PLC

(Incorporated and registered in England & Wales with registered number 12795371)

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction and summary

I am writing to invite you to the annual general meeting of the Company to be held on 24 March 2026 at 1.30 p.m.. The Notice of Annual General Meeting is set out on pages 12 to 15 of this document. The Directors recommend that shareholders of the Company (the “**Shareholders**”) vote in favour of the resolutions being proposed at the Annual General Meeting (the “**Resolutions**”).

2. Explanatory notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 11 are proposed as ordinary resolutions. This means for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 and 13 are proposed as special resolutions and require more than 75 per cent. of the votes cast to be in favour of the resolution, in order to be passed.

Resolution 1 - Receiving and Adopting the Accounts

This resolution deals with the receipt and adoption of the accounts of the Company and the reports of the directors and auditors of the Company for the period ended 31 August 2025.

Resolutions 2 – 7 (inclusive): Election of directors

As this is the Company’s first Annual General Meeting, in line with the best practice of corporate governance as set out in Principle 6 of the QCA Corporate Governance Code (“**QCA Code**”) and the Companies Act, all directors will seek formal approval from shareholders to their election to the Board. Biographical details of the directors who are offering themselves for election at the meeting are set out in the annual report and accounts (“**Annual Report**”) of the Company.

Having considered the performance of and the contribution made by each of the directors, the board of directors remains satisfied that their performance remains effective and that they each continue to demonstrate commitment to their roles. As such, the directors recommend their election under resolutions 2 to 7 (inclusive).

Resolution 8 – Appointment of Auditors and fixing of Remuneration

The Company is required to appoint auditors at each annual general meeting, to hold office until the next annual general meeting at which accounts are presented. Resolution 8 proposes the appointment of Azets Audit Services Limited as auditors of the Company and fixing their remuneration.

Resolution 9 – Approval of RC Fornax plc 2026 LTIP

The Company seeks approval for the adoption of the RC Fornax plc 2026 Long-Term Incentive Plan (the “**2026 LTIP**”). As the Company is admitted to trading on AIM, there is no statutory requirement for the 2026 LTIP to be approved by shareholders. However, the Board considers it good governance to seek shareholder approval to align with the best practice under the QCA Code. The Board believes that the adoption of the 2026 LTIP will enhance the Company’s ability to attract, retain and incentivise key talent, and align employee interests with those of shareholders over the long term. A summary of the principal terms of the 2026 LTIP is set out in the Appendix to this Notice of Annual General Meeting.

Resolution 10 – Approval of the Remuneration Report

This resolution is proposed as an ordinary, advisory (non-binding) resolution. As the Company is admitted to trading on AIM, there is no statutory requirement for the remuneration report to be approved by shareholders. However, the Board considers it good governance under principal 9 of the QCA Code to seek shareholder approval on an annual basis. The vote does not directly affect the actual remuneration paid to directors, but the Board will take the outcome into account when considering the Company’s remuneration policies and practices.

Resolution 11 – Authority to Allot Shares (s.551)

The Company requires the flexibility to allot shares from time to time. Under the Act, the directors require authority to allot shares from the Company’s shareholders (save in respect of shares issued pursuant to employee share schemes).

Resolution 11 would grant this authority (until the next annual general meeting or unless such authority is revoked or renewed prior to such time) by authorising the directors (pursuant to section 551 of the Act) to allot relevant securities up to an aggregate nominal amount equal to approximately one third of the current issued share capital of the Company (or approximately two thirds of the current issued share capital in connection with a rights issue or other pro rata issue to the shareholders). The directors consider these powers desirable due to the flexibility they give. The directors currently have no plans to allot relevant securities, but the directors believe it is in the interests of the Company for the directors to be granted this authority, to enable the directors to take advantage of appropriate opportunities which may arise in the future.

Resolutions 12 and 13 – Disapplication of Pre-emption Rights

Resolution 12 seeks to disapply the pre-emption rights provisions of section 561 of the Act in respect of the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value which equates to approximately 10 per cent. of the current issued share capital of the Company.

Under resolution 13, it is proposed that the directors be authorised to disapply statutory pre-emption rights in respect of an additional 10 per cent. of the current issued share capital of the Company. In accordance with the Pre-Emption Group’s Statement of Principles on Disapplying Pre-Emption Rights, the directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, these powers will expire at the same time as the authority referred to in resolution 11. The directors consider these powers desirable due to the flexibility they give.

3. Action to be Taken – Proxy Voting

The Board encourages Shareholders to cast their vote electronically. You can do so by visiting <https://www.shareregistrars.uk.com/> and following the online instructions. If you cannot attend the meeting in person, please complete/vote a form of proxy in accordance with the instructions set out herein to ensure your vote is counted.

A form of proxy for use in connection with the Annual General Meeting is enclosed with this document. Completion of a form of proxy will not preclude Shareholders from attending the Annual General Meeting and voting in person if they so choose. Proxies may be appointed by either completing and returning the enclosed form of proxy, or:

- electronically by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your username and access code on the top of the proxy form);
- if you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar, in accordance with the procedures set out in the notice; or
- by sending a hard copy form of proxy directly to the Company’s Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX.

All proxy appointments (however made) must be received by 20 March 2026 at 1.30 p.m. (or in the case of an adjourned meeting, the 48 hours prior to that meeting).

Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of Annual General Meeting.

If you are in any doubt as to the action you should take, you are recommended to seek immediately independent financial advice from your stockbroker, bank, legal adviser, accountant or other appropriate independent financial adviser. We strongly encourage Shareholders to participate in the Annual General Meeting by submitting any questions on the business of the meeting and resolutions in advance by email to: info@rcfornax.co.uk. We will endeavour to publish certain of these questions and answers on our website after the meeting. Shareholders should note that for various commercial, legal or regulatory reasons the Directors may not be able to respond to every question. Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of Annual General Meeting.

4. Recommendation

The Board considers that each of the Resolutions is in the best interest of the Company and its Shareholders as a whole and unanimously recommends that Shareholders vote in favour of each of the resolutions.

Yours faithfully,

David Hitchcock

David Hitchcock
Chair of the Board

NOTICE OF ANNUAL GENERAL MEETING

RC FORNAX PLC

Company Number: 12795371

Notice is hereby given that the AGM of RC Fornax plc will be held at the offices of Reed Smith LLP, 1 Blossom Yard, London, E1 6RS on 24 March 2026 at 1.30 p.m. to consider and, if thought fit, pass the following ordinary resolutions and special resolutions. In this Notice, words and defined terms shall have the same meanings as words and defined terms in the circular to which this Notice is attached.

ORDINARY RESOLUTIONS

Resolution 1 – Receiving and Adopting the Accounts

To receive and adopt the Accounts for the period ended 31 August 2025 together with the reports of the Directors and of the Auditors thereon.

Resolution 2 –Election of Director

To elect David Hitchcock as a Director who, being eligible, offers himself for election as a Director.

Resolution 3 –Election of Director

To elect Andrew McInerney as a Director who, being eligible, offers himself for election as a Director.

Resolution 4 –Election of Director

To elect Richard Smith as a Director who, being eligible, offers himself for election as a Director.

Resolution 5 –Election of Director

To elect Paul Reeves as a Director who, being eligible, offers himself for election as a Director.

Resolution 6 –Election of Director

To elect Rob Shepherd as a Director who, being eligible, offers himself for election as a Director.

Resolution 7 –Election of Director

To elect Chris Brooks as a Director who, being eligible, offers himself for election as a Director.

Resolution 8 – Appointment of Auditors and fixing of Remuneration

To authorise the Directors to appoint Azets Audit Services Limited as statutory auditors of the Company and to fix their remuneration to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 9 – Approval of RC Fornax plc 2026 LTIP

To approve and adopt the RC Fornax plc 2026 Long-Term Incentive Plan, the principal features of which are described in Appendix to this Notice of Annual General Meeting.

Resolution 10 - Approval of the Remuneration Report

To receive and approve the Company's remuneration report for the financial year ended 31 August 2025, as set out on pages 26 to 30 of the Company's Annual Report.

Resolution 11 – Authority to Allot Shares (s.551)

That, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined below):

- (a). comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £159,906 (including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer or issue by way of rights:
 - (i). to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
 - (ii). to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b). in any other case, up to an aggregate nominal amount of £79,953 provided that (unless previously revoked, varied or renewed) these authorities shall expire on the earlier of fifteen months from the date on which this resolution is passed and the conclusion of the annual general meeting of the Company to be held in 2027, save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right. These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect 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

Resolution 12 – Disapplication of Pre-emption Rights (10%)

That, subject to the passing of resolution 11 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 11 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a). equity securities (as defined in section 560 of the Act) in connection with an offer or issue by way of rights:

- (i). to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
- (ii). to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

(b). the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 11 up to an aggregate nominal amount of £ 23,986,

and (unless previously revoked, varied or renewed) these authorities shall expire at such time as the general authority conferred on the directors by resolution 11 above expires, save that the Company may make an offer or agreement before the power conferred by this resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

Resolution 13 – Additional Disapplication of Pre-emption Rights (10%)

That, subject to the passing of resolution 11 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 11 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be:

- (a). limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £23,986 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 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 published by the Pre-Emption Group,

and (unless previously revoked, varied or renewed) this authority shall expire at such time as the general authority conferred on the directors by resolution 11 above expires, save that the Company may make an offer or agreement before the power conferred by this resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

By order of the Board

Rob Shepherd

Rob Shepherd

Company Secretary

27 February 2026

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

RC FORNAX PLC

The following notes explain your general rights as a Shareholder and your right to attend and vote at this Annual General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at 1.30pm on 20 March 2026 (or the date which is two business days prior to any adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company but must attend the Annual General Meeting in order to represent you. Your proxy must vote as you instruct and must attend the Annual General Meeting for your vote to be counted. As a shareholder, you are encouraged to appoint the Chairman of the Annual General Meeting as proxy to exercise all or any of your rights to attend, vote and speak at the Annual General Meeting.
3. 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).
4. 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.
5. Whether or not you intend to attend the Annual General Meeting, you are encouraged to vote by proxy at the meeting. This can be done in any of the following ways:
 - a. by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - b. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notice; or
 - c. 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, in accordance with the procedures set out in the notice; or
 - d. by sending a hard copy form of proxy directly to the Company's Registrars, Share Registrars Limited, at 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX. All proxy appointments (however made) must be received by 20 March 2026 at 1.30 p.m..
6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and

conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.

7. The return of a completed form of proxy, electronic filing or any Proxymity or CREST Proxy Instruction (as described in notes 8 - 10 below) will not prevent a Shareholder from attending the Annual General Meeting and voting in person if he/she wishes to do so.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the Annual General 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.
9. 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 7RA36) by 1.30 pm on 20 March 2026 (or in the case of an adjourned meeting, the 48 hours prior to that meeting). 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.
10. 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. 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.
11. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. 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.
13. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
14. As at 26 February 2026 (being the latest practicable business day prior to the publication of this Notice of Annual General Meeting), the Company's ordinary issued share capital consists of 95,942,718 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 26 February 2026 is 95,942,718.

15. Under Section 527 of the CA 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the CA 2006 (in each case) that the Shareholders propose to raise at the relevant meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the CA 2006. Where the Company is required to place a statement on a website under Section 527 of the CA 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the CA 2006 to publish on a website.
16. You may not use any electronic address (within the meaning of Section 333(4) of the CA 2006) provided in either this Notice of Annual General Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
17. A copy of this Notice of Annual General Meeting, and other information required by Section 311A of the CA 2006, can be found on the Company's website at www.rcfornax.co.uk.

APPENDIX – RC FORNAX PLC 2026 LTIP

Introduction

The Board seeks approval for the adoption of the RC Fornax plc 2026 Long-Term Incentive Plan (the '**2026 LTIP**'). This circular summarises the plan, its purpose, the performance measures and the governance safeguards that apply.

Purpose & Philosophy

The LTIP is designed to align management incentives with long-term enterprise value creation, focusing on sustainable EBITDA growth, cash generation and shareholder returns.

Eligibility

Eligible participants include Executive Directors, Senior Leadership and employees identified as strategically critical to the Company's long-term success.

Structure & Award Types

Awards may be granted as nil-cost options, conditional awards or restricted shares, with a three-year performance period followed by a two-year holding period.

Plan Limits

Awards under the LTIP and any other employee share schemes will not exceed 15% of issued share capital over any rolling 10-year period.

Performance Measures

Awards vest based on cumulative three-year metrics: Adjusted EBITDA (50%), Operating Cash Flow (30%) and Relative TSR (20%).

Performance Targets

EBITDA, OCF and TSR targets are set to reflect threshold, target and stretch performance aligned with the Company's long-term planning model.

Underpin

Even if formulaic outcomes are met, the Remuneration Committee must be satisfied that overall performance, conduct, governance and risk management are appropriate.

Malus & Clawback

Awards may be reduced, cancelled or recovered where there is material misstatement, misconduct, risk failure or reputational damage.

Leavers & Corporate Events

Good leavers may receive pro-rated vesting subject to performance; change-of-control events may result in adjusted early vesting.

