

Newmark Security PLC

(Incorporated and registered in England and Wales under registered number 03339998)

30 January 2023

Dear Shareholder

ANNUAL GENERAL MEETING

Introduction

Newmark Security PLC (the "**Company**") is pleased to inform you that this year's annual general meeting of the Company ("**AGM**") will be held at Holmes Hotel, 83 Chiltern Street, London W1U 6NF Tuesday 28 February 2023 at 10:30 a.m. The formal notice of the AGM accompanies this letter.

AGM

We are keen to welcome shareholders in person to the AGM this year and an explanation of the business to be considered at the AGM is set out at the end of the formal notice of the AGM which accompanies this letter.

Attendance at the AGM in person

Shareholders intending to attend the AGM are asked to register their intention as soon as practicable by emailing investorrelations@newmarksecurity.com.

Proxies

As in previous years, the Company is not sending out a hard copy form of proxy with the notice of the AGM. Instead, shareholders are being encouraged to vote online by logging on to www.signalshares.com and following the instructions given.

Alternatively, shareholders can request a hard copy form of proxy by contacting our Registrars, Link Group, on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or by emailing Link at shareholderenquiries@linkgroup.co.uk. Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9:00 a.m. and 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

CREST members can utilise the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the notice of the AGM.

Shareholders wishing to vote on matters of business, but who are unable to attend the AGM in person, are urged to appoint the Chairman of the meeting as their proxy, in accordance with the relevant instructions, and to submit their proxy appointment so as to be received as soon as possible and by no later than 10:00 a.m. on 24 February 2023. This will ensure that your vote will be counted even if you are unable to attend in person.

Recommendation

The Directors consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings of shares in the Company.

The results of the voting on all resolutions will be announced via a Regulatory Information Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours sincerely

Maurice Dwek
Chairman

Newmark Security PLC

(Incorporated and registered in England and Wales under registered number 03339998)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**AGM**") of Newmark Security PLC ("**Company**") will be held at Holmes Hotel, 83 Chiltern Street, London W1U 6NF on Tuesday 28 February 2023 at 10:30 a.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution

ORDINARY BUSINESS

Ordinary resolutions

1. Annual Report and financial statements

To receive and adopt the Company's annual accounts for the financial year ended 30 April 2022 together with the reports of the Directors and auditor thereon.

2. Rotation and retirement of Director

To re-appoint Marie-Claire Dwek as a Director of the Company, who is retiring by rotation in accordance with the Articles of Association of the Company.

3. Appointment of auditor and determination of their remuneration

To re-appoint BDO LLP of 31 Chertsey Street, Guildford, Surrey GU1 4HD as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company at which accounts are laid and to authorise the Directors of the Company to determine their remuneration.

SPECIAL BUSINESS

Ordinary resolution

4. Authority to allot

THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate

nominal amount of £156,244.10, being equal to just less than 33 per cent. of the nominal amount of New Ordinary Shares in issue, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the next following annual general meeting of the Company and 15 months from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights, 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 resolution

5. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 5 above and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 5, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- 5.1 the allotment of equity securities in connection with a rights issue or similar offer in favour of shareholders where the equity securities respectively attributable to the interest of all shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- 5.2 the allotment of equity securities up to an aggregate nominal amount of £46,873.20, and

shall expire on the earlier of the conclusion of the next following annual general meeting of the Company and 15 months from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry 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 in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board
Paul Campbell-White, Company Secretary
Newmark Security PLC
91 Wimpole Street London W1G 0EF
Registered in England and Wales under registered number 03339998
30 January 2023

Notice of annual general meeting 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.

1. To be entitled to attend and vote at the AGM (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 close of trading on 24 February 2023 (or if the AGM is adjourned at close of trading on the day two days before the 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 AGM.
2. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 20 minutes prior to the commencement of the AGM at 10:30 a.m. (UK time) on 28 February 2023 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. A shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or part of their rights at the AGM. A proxy need not be a shareholder of the Company. You can only appoint a proxy using the procedures set out in these notes.
4. 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 ordinary share or ordinary shares held by that shareholder. You will need to state clearly the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. 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).
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
7. As in previous years, the Company is not sending out a hard copy form of proxy with this Notice. You can appoint a proxy or proxies and give proxy instructions by either:

- Logging on to www.signalshares.com and following the instructions given; or
 - Requesting a hard copy form of proxy directly from the registrars, Link Group, on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or by emailing Link at shareholderenquiries@linkgroup.co.uk. Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9:00 a.m. and 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales; or
 - In the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
8. In each case the appointment of a proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 10:00 a.m. on 24 February 2023.
 9. 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.
 10. 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.
 11. 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.
 12. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in notes 13 to 15 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
 13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) 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.

14. 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, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID RA10) by 10:00 a.m. on 24 February 2023. 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.
15. 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.
16. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
17. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
18. A shareholder may terminate a proxy instruction, but to do so you will need to inform the Company in writing by either:
 - sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a shareholder which is a

company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice; or

- sending an email to shareholderenquiries@linkgroup.co.uk.

In either case, the revocation notice must be received by Link Group by 10:00 a.m. on 24 February 2023.

19. 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.
20. As at 24 January 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 9,374,647 ordinary shares of one pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 24 January 2023 is 9,374,647.
21. You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Explanation of resolutions

An explanation of each of the resolutions is set out below.

Resolution 1 – Annual Report and financial statements

The Directors are required by law to lay the Company's annual accounts for the financial year ended 30 April 2022, together with the reports of the Directors and auditor thereon, before a general meeting of the Company.

Resolution 2 – Rotation and retirement of Director

Under the Company's Articles of Association: (a) the nearest number to, but not greater than, one third of the Directors of the Company (who are not otherwise required to retire); and (b) any Director who has been appointed by the Directors since the last annual general meeting, must retire at the AGM and may offer themselves for re-appointment.

The longest serving Directors must retire or, where they have been in office for the same period of time, the Directors to retire are chosen by lot (unless they otherwise agree among themselves).

Currently the Board has five Directors. Marie-Claire Dwek has been the longest in office since her appointment or last re-appointment and accordingly she will retire by rotation and offer herself for re-appointment at the AGM.

Resolution 3 – Appointment of auditor and determination of their remuneration

The auditor is required to be re-appointed at each annual general meeting at which the Company's annual accounts are laid. The Directors are proposing the re-appointment of BDO LLP as auditor. This resolution also authorises the Directors to determine the auditor's remuneration.

Resolution 4 – Authority to allot

This resolution deals with the Directors' authority to allot shares and grant Rights in accordance with section 551 of the 2006 Act.

If passed, the resolution will authorise the Directors to allot shares and grant Rights up to a maximum aggregate nominal amount of £156,244.10, being equal to just less than 33 per cent. of the nominal amount of New Ordinary Shares in issue.

The authority granted by this resolution will expire on the earlier of the conclusion of the next following annual general meeting of the Company and 15 months from the passing of this resolution.

Passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 5 – Disapplication of pre-emption rights

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 4, to allot equity securities (as defined by section 560 of the 2006 Act) without first offering them to existing shareholders in proportion to their existing holdings up to a maximum aggregate nominal amount of £46,873.20, which represents just less than 10 per cent. of the nominal amount of New Ordinary Shares in issue.

The authority granted by this resolution will expire on the earlier of the conclusion of the next following annual general meeting of the Company and 15 months from the passing of this resolution.

Passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.