

# Newmark Security PLC

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

20 September 2024

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 22 October 2024 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](mailto: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 <https://investorcentre.linkgroup.co.uk/Login/Login> 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](mailto:shareholderenquiries@linkgroup.co.uk). Calls will be charged at the standard geographic rate and will vary by provider. 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.

If you are an institutional investor you may also 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. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io) and refer to 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 10:30 a.m. on 18 October 2024. 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

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## 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 22 October 2024 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. Resolution 6 is being proposed as an advisory vote.

## 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 2024 together with the reports of the Directors and auditor thereon.

#### 2. Rotation and retirement of Director

To re-appoint Michel Rapoport 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 Cooper Parry Group Limited, Sky View, Argosy Road, East Midlands Airport, Castle Donington, Derby, DE74 2SA 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.

## **To be subject to an advisory vote**

### **6. Approval of new LTCIP**

That the Newmark Security Long-term Cash Incentive Plan (LTCIP) the principal terms of which are summarised in [Appendix I] to this Notice of AGM, is approved and the

directors are authorised to make such modifications to the LTCIP as they may consider appropriate for the implementation of the LTCIP and to adopt the LTCIP as so modified and to do all such other acts and things as they may consider appropriate to implement the LTCIP.

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

20 September 2024

## 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 18 October 2024 (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 30 minutes prior to the commencement of the AGM at 10:30 a.m. (UK time) on 22 October 2024 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:
- Via the Link Investor Centre app (see below) or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> 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](mailto:shareholderenquiries@linkgroup.co.uk). Calls will be charged at the standard geographic rate and will vary by provider. 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; or
  - If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform (refer to the notes below).
8. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



9. 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 10:30 a.m. on 18 October 2024.
10. 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.
11. 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.
12. 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.

13. The return of a completed form of proxy, electronic filing, any CREST Proxy Instruction (as described in notes 14 to 16 below) or appointing a proxy via Proxymity (as described in note 17 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.
14. 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](http://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.



15. 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 10:30 a.m. on 18 October 2024. 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.
16. 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.
17. 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 10:30 a.m. on 18 October 2024 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.
18. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
19. 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.

20. 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](mailto:shareholderenquiries@linkgroup.co.uk).

In either case, the revocation notice must be received by Link Group by 10:30 a.m. on 18 October 2024.

21. 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.
22. As at 16 September 2024 (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 16 September 2024 is 9,374,647.
23. 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 2024, 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. Michel Rapoport has been the longest in office since his appointment or last re-appointment and accordingly he will retire by rotation and offer himself 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 Cooper Parry Group Limited 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.

#### **Resolution 6 – Approval of new LTCIP**

This resolution seeks an advisory vote from shareholders in respect of a new Long-term Cash Incentive Plan (the 'LTCIP') introduced by the Board to supplement the Company's share option programme and to manage shareholder dilution. The LTCIP is also important for individuals based outside the UK, who are not able to benefit from tax-efficient share options, in order to incentivise them as the Company pursues a global sales approach.

A summary of the principal terms of the LTCIP is contained in Appendix 1 to this Notice of AGM.

## Appendix 1

### Summary of the principal terms of The Newmark Security plc Long-term Cash Incentive Plan (LTCIP)

#### 1. Purpose

To support its new 5-year growth strategy, the Board has introduced the long-term cash incentive plan (LTCIP) linked to the EBITDA projections contained in its strategic business plan for the next five years (**2029 Strategic Growth Plan**).

The LTCIP supplements the Company's options programme and helps to manage dilution. It has been designed to support the Company's incentive remuneration policy, to provide a strong incentive for executives, who significantly influence the future sustainable success of the Company, to achieve stretching targets in the 2029 Strategic Growth Plan with a view to increasing the value of the business over the next five years for the benefit of all stakeholders.

#### 2. Administration

The Remuneration Committee of the Board (comprising non-participating, non-executive directors) is responsible for the administration and operation of the LTCIP.

#### 3. Eligibility

Only executives who are employed by a group company are eligible to participate. The Remuneration Committee has discretion to select eligible employees to participate.

#### 4. Operation

Participants are allocated a share in one of three cash incentive pools derived from the cumulative EBITDA performance of:

- The Group;
- Grosvenor; and
- Safetell.

Group executives participate in a cash incentive pool derived from cumulative Group EBITDA. Subsidiary company executives participate in a cash incentive pool derived from the cumulative EBITDA of the subsidiary by which they are employed.

#### 5. LTCIP Awards

The Remuneration Committee will notify executives who have been selected to participate in the LTCIP, of the terms of the LTCIP, the 'Threshold', 'Target' and 'Stretch' cumulative EBITDA targets to be achieved and their personal share of the relevant cash incentive pool (**LTCIP Award**).

Decisions about LTCIP Awards by the Remuneration Committee will be based upon a number of factors, including seniority and the executive's role / responsibilities in respect of delivering the 2029 Strategic Growth Plan.

#### 6. Performance periods

There are two performance periods:

- (i) the three financial years ending 30 April 2027; and
- (ii) the two financial years ending on 30 April 2029.

#### 7. Performance measurement

Cumulative EBITDA performance will be measured against separate 'Threshold', 'Target' and 'Stretch' targets for the Group, Grosvenor and Safetell.

For each of the Group, Grosvenor and Safetell:

- Stretch represents 100% of the cumulative EBITDA projections in the 2029 Strategic Growth Plan for each performance period;
- Target represents 95% of Stretch cumulative EBITDA projections in the 2029 Strategic Growth Plan for each performance period; and
- Threshold represents 85% of Stretch cumulative EBITDA projections in the 2029 Strategic Growth Plan for each performance period.

## 8. **Cash incentive pools**

In respect of each performance period:

- for achieving the Stretch cumulative EBITDA performance projections in the 2029 Strategic Growth Plan, participants will share an incentive pool of between 5% and 7% of the relevant cumulative EBITDA (the **Stretch Pool**).
- for achieving Target cumulative EBITDA performance, the incentive pool available for distribution to participants will be 50% of the Stretch Pool
- for achieving Threshold cumulative EBITDA performance, the incentive pool available for distribution will be 25% of the Stretch Pool.

There will be no distribution to participants if cumulative EBITDA performance is below Threshold.

For performance between Threshold and Target and between Target and Stretch, the value of the relevant incentive pool available for distribution increases in a straight line between 25% and 50% and between 50% and 100% of the Stretch Pool.

If EBITDA performance exceeds the Stretch EBITDA projections in the 2029 Strategic Growth Plan, the incentive pool available for distribution will be based on the actual levels of cumulative EBITDA achieved in the relevant performance period.

## 9. **Payments**

Subject to performance, cash payments will be made through payroll as soon as practicable after the announcement of the Company's results for the FY27 and FY29. Achievement of the Stretch targets would see an increase in Group EBITDA of c. five times by the end of FY29.

All payments are made at the discretion of the Remuneration Committee, who, in consultation with the CEO, in relation to her direct reports and subsidiary company executives, will determine the proportion of each pool to be distributed to each participant.

Payment is subject to there being adequate cash resources with which to make payment and may be deferred until adequate cash resources are available. It is intended, however, that at least 50% of any payment will be made within 12 months after the approval of the relevant audited accounts.

## 10. **Cessation of Employment**

Unless the Remuneration Committee determines otherwise, a participant must be employed by a group company (and not under notice, given or received, to terminate their employment) at the relevant payment date to receive a cash payment.

## 11. **Corporate events**

If there is a corporate event, including (but not limited to):

- a change in control of the Company;

- a compromise or arrangement sanctioned by the court;
- a person becomes bound or entitled to acquire shares in the Company; or
- a voluntary winding-up of the Company,

the Remuneration Committee will determine the amount of any cash payment due via each LTCIP Award, after taking into account factors it considers to be relevant, including the period elapsed from the start of the relevant performance period and the extent to which, in the reasonable opinion of the Committee, the EBITDA performance conditions have been satisfied at the date of the relevant event.

If part of the business is sold or a new business acquired, the Remuneration Committee will take such action it considers necessary or appropriate, including adjustments to performance conditions.

## **12. Malus and clawback**

If at any time within the period of 12 months starting on a payment date, the Remuneration Committee becomes aware that a participant has received that payment as a result of:

- material misstatement in the Company's financial results;
- misconduct entitling the Company to dismiss the participant without notice; or
- censure by any regulatory authority which has a significant detrimental effect on either the participant's or the Company's reputation,

the participant may be required to repay to the Company either the whole or part of any payments received and will forthwith cease to be eligible to receive any future payments under the LTCIP.

## **13. Amendment and termination**

The Plan may be amended or terminated at any time by resolution of the Remuneration Committee without prejudice to the then existing rights of participants.