THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION – If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial adviser authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised financial adviser.

If you have sold or otherwise transferred all of your shares in the capital of the Company, please forward this document as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your shares in the capital of the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected. However, this document should not be distributed, forwarded or transmitted in or into the United States of America, Canada, Australia, Russia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected. **This document should be read in conjunction with the Notice of General Meeting as set out at the end of this document. The whole text of this document should be read.**

Neither the Placing, nor the Subscription constitutes an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Regulation together with the Prospectus Regulation Rules made by the FCA pursuant to sections 73A(1) and (4) of FSMA and has not been approved by the FCA, any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

This document has been prepared solely for the purpose of assisting Shareholders to consider the Resolutions, and it is not intended to and does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract in connection thereto.

ALL THINGS CONSIDERED GROUP PLC

(incorporated and registered in England and Wales with registered number 13411674)

Placing and Subscription of 6,880,000 new Ordinary Shares at 125 pence per Ordinary Share

admission to trading on AIM

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn, in particular, to the letter from the CEO of ATC set out in this document which provides details of the Fundraising and recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting to be held at the Company's registered office, The Hat Factory, 166-168 Camden Road, London NW1 9PT, on 8 December 2025 at 10.00 a.m., is set out at the end of this document. A Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but in any event so as to reach the Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by not later than 10.00 a.m. on 4 December 2025. This document is being supplied to you solely for your information and may not be reproduced, redistributed or passed to any other person or published in whole or in part for any purpose.

Allenby Capital Limited ("**Allenby Capital**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**"), is acting as nominated adviser and broker to the Company in connection with the Placing and the proposed admission of the Placing Shares to trading on AIM and the proposals described in this document. It will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Allenby Capital or for providing advice in relation to such proposals. Allenby Capital has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this document or for the omission of any information, and no representation or warranty, express or implied, is given by Allenby Capital in respect of such information or opinions, save that nothing shall limit the liability of Allenby Capital for its own fraud. Allenby Capital as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

IMPORTANT NOTICE

Forward Looking Statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this document and include statements regarding the Directors' beliefs or current expectations. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Investors should not place undue reliance on forward-looking statements, which speak only as of the date of this document.

Notice to overseas persons

This document does not constitute, or form part of, a prospectus or admission document relating to the Company, nor does it constitute or contain any invitation or offer to any person, or any public offer, to subscribe for, purchase or otherwise acquire any shares in the Company or advise persons to do so in any jurisdiction, nor shall it, or any part of it form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment with the Company.

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This document is not for publication or distribution, directly or indirectly, in or into the United States of America. This document is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

General

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) or any previous document made by the Company is incorporated into, or forms part of, this document.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Fundraising and the Admission	19 November 2025
Dispatch of this document and Form of Proxy	20 November 2025
Last time and date for receipt of Form of Proxy and CREST voting instructions	10.00 a.m. on 4 December 2025
Time and date of General Meeting	10.00 a.m. on 8 December 2025
Announcement of results of the General Meeting	8 December 2025
Withdrawal of the Ordinary Shares from trading on AQSE	8.00 a.m. on 17 December 2025
Admission of the Enlarged Share Capital to trading on AIM	8.00 a.m. on 17 December 2025
Where applicable, expected date for CREST accounts to be credited with the Placing Shares and the Subscription Shares to be held in uncertificated form	17 December 2025
Definitive share certificates for the Fundraising Shares to be held in certificated form to be dispatched (if required)	w/c 5 January 2025

Notes:

(1) Each of the times and dates in the above timetable is subject to change at the absolute discretion of the Company. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.

(2) References to times in this document are to United Kingdom time (unless otherwise stated).

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"**Act**"	the UK Companies Act 2006, as amended
"**Admission**"	Admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with the AIM Rules
"**AIM**"	AIM, a market operated by the London Stock Exchange
"**AIM Rules**"	the AIM Rules for Companies issued by London Stock Exchange and those of its other rules which govern the admission to trading of, and the operation of companies on, AIM
"**Allenby Capital**"	Allenby Capital Limited
"**AQSE**"	the Aquis Stock Exchange operated by Aquis
"**AQSE Growth Market**"	the market for unlisted securities operated by AQSE
"**Aquis**"	Aquis Exchange Limited, a company incorporated in England and Wales with registered number 07909192
"**Articles**"	the articles of association of the Company, as amended from time to time
"**Board**" or "**Directors**"	the board of directors of the Company, whose names are listed in the letter from the CEO
"**Business Day**"	a day (other than a Saturday, Sunday or public holiday) on which clearing banks are open for non-automated commercial business in the City of London
"**Company**" or "**ATC**"	All Things Considered Group plc, a company incorporated and registered in England and Wales with registered number 13411674
"**CREST**"	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & International Limited is the Operator (as defined in the Regulations)
"**Enlarged Share Capital**"	the Existing Ordinary Shares and the Fundraising Shares
"**Euroclear**"	Euroclear UK & International Limited
"**Existing Ordinary Shares**"	the 16,541,467 Ordinary Shares in issue as at the date of this document
"**FCA**"	Financial Conduct Authority
"**Form of Proxy**"	the form of proxy for use in connection with the General Meeting which accompanies this document
"**FSMA**"	the Financial Services and Markets Act 2000, as amended
"**Fundraising**"	the Placing and the Subscription
"**Fundraising Long Stop Date**"	31 December 2025

"**Fundraising Shares**"	the Placing Shares and the Subscription Shares
"**General Meeting**" or "**GM**"	the general meeting of the Company to be held at 10.00 a.m. on 8 December 2025, notice of which is set out at the end of this document, and any adjournment thereof
"**Group**"	ATC and its subsidiaries (as defined in section 1159 of the Act)
"**Issue Price**"	125 pence per Fundraising Share
"**Notice of General Meeting**"	the notice of General Meeting set out at the end of this document
"**London Stock Exchange**"	London Stock Exchange plc
"**Ocean Wall**"	Ocean Wall Limited
"**Ordinary Shares**"	ordinary shares of £0.01 each in the capital of the Company
"**Placing**"	the conditional placing of the Placing Shares at the Issue Price pursuant to the Placing Agreement
"**Placing Agreement**"	the conditional agreement entered into on or around the date of this document between the Company, the Directors, the Proposed Director, Allenby Capital and Ocean Wall in relation to the Placing and Admission
"**Placing Shares**"	the 5,980,000 new Ordinary Shares to be issued, conditional on Admission, in connection with the Placing
"**Proposed Director**"	Clifford Gary Fluet
"**Prospectus Regulation**"	Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
"**Prospectus Regulation Rules**"	the Prospectus Regulation Rules made in accordance with the Prospectus Regulation Rules Instrument 2019 (FCA: 2019/80)
"**Registrar**"	Computershare Investor Services PLC
"**Regulations**"	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
"**Resolutions**"	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
"**Schedule One Announcement**"	the announcement to be made by the Company prior to Admission in accordance with Rule 2 of the AIM Rules
"**Schedule One Appendix**"	the appendix published by the Company in connection with the Schedule One Announcement
"**Shareholders**"	the holders of Ordinary Shares from time to time, each individually being a "**Shareholder**"
"**Subscribers**"	those persons, including the members of management of the Company listed in this document, who have signed Subscription Letters
"**Subscription**"	the conditional subscription of the Subscription Shares at the Issue Price by the Subscribers

"**Subscription Letter**"	means a conditional letter agreement dated 19 November 2025 between each Subscriber and the Company
"**Subscription Shares**"	the 900,000 new Ordinary Shares to be issued, conditional on Admission, in connection with the Subscription
"**UK**" or "**United Kingdom**"	the United Kingdom of Great Britain and Northern Ireland
"**US**" or "**United States**"	the United States of America, its territories and possessions, any state of the United States and the District of Colombia
"**£**"	the lawful currency of the United Kingdom

LETTER FROM THE CEO

ALL THINGS CONSIDERED GROUP PLC

(incorporated in England and Wales with registered number 134116744)

Directors:
Brian Message (*Co-Chairman*)
Craig Newman (*Co-Chairman*)
Adam Driscoll (*CEO*)
Emma Stoker (*Executive Director*)
Debbie Lovegrove (*Chief Financial Officer*)
Andrew Glover (*Senior Independent Non-Executive Director*)

Registered Office:
The Hat Factory,
166-168 Camden Street,
London NW1 9PT

19 November 2025

Dear Shareholder

Placing and Subscription for 6,880,000 new Ordinary Shares at 125 pence per Ordinary Share

Admission to trading on AIM

and

Notice of General Meeting

Introduction

On 19 November 2025, the Company announced its intention to withdraw trading of the Ordinary Shares from the AQSE Growth Market and to apply for admission of the Ordinary Shares to trading on AIM. In addition, the Company announced that it has conditionally raised £8.6 million (before expenses) via: (i) the Placing of 5,980,000 Placing Shares at the Issue Price; and (ii) the Subscription of 900,000 Subscription Shares at the Issue Price.

I am now writing to you to convene a General Meeting of the Company to pass certain resolutions, including those that are necessary for the implementation of the Fundraising, a condition for the proposed admission to trading on AIM. Details of these resolutions, and the steps you are recommended to take, are set out below.

The resolutions are a necessary part of the Admission, the Placing and the Subscription. Given the growing scale of the business, the Board considers that AIM is a more appropriate market for the Company and will enable it to attract a wider pool of investors and improve liquidity in its Ordinary Shares over time. The Schedule One Announcement and the Schedule One Appendix published in accordance with the AIM Rules contain further information regarding the proposed admission to trading on AIM. The net proceeds of the Fundraising, being gross proceeds less the costs of the Fundraising, will provide the Company with additional working capital and a strengthened balance sheet, and primarily will be used to:

- build upon the Company's existing relationships with over 900 artists by bringing in new managers, agents and artist clients;
- invest in the Group's technology infrastructure and data integration to enable the delivery of enhanced 'direct-to-fan' services on behalf of artists;
- strengthen the management team, for additional expertise and bandwidth as the Group expands; and
- further develop the Group's merchandise and wider service operations.

The Fundraising is conditional on, amongst other things, the passing of Resolutions 1 and 2 by Shareholders at the General Meeting (which is being convened for 10.00 a.m. on 8 December 2025) and on Admission. An application has been made for the Enlarged Share Capital to be admitted to trading on AIM, subject to, *inter alia*, the passing of Resolutions 1 and 2 at the General Meeting. Admission is expected to take place and dealings in the Enlarged Share Capital are expected to commence at 8.00 a.m. on or around 17 December 2025.

If the conditions relating to the issue of the Placing Shares are not satisfied, the Placing Shares will not be issued, the Company will not receive the related subscription monies and Admission will not occur. In this scenario, the Subscription will similarly not proceed. The Placing and the Subscription are not underwritten.

The purpose of this document is to provide Shareholders with information regarding the Fundraising and Admission and to convene the General Meeting at which the Resolutions seeking Shareholder authority for the issue of the Fundraising Shares and certain other Ordinary Shares, as described in the paragraph titled "Principal Terms of the Fundraising" below, and, in the light of the increase in the number of Ordinary Shares as a result of the Fundraising, to renew the general authorities granted at the Company's last annual general meeting will be put to the Shareholders. If Resolutions 1 and 2 are not passed, the Company will be unable to issue the Fundraising Shares and proceed with Admission.

Further information about the Placing and Subscription is set out below.

Background to the Fundraising and use of proceeds

The global music industry, with revenues projected to nearly double to around US$200 billion by 2035, is undergoing significant transformation driven by technological innovations, shifting consumer demands, and an increasing recognition that the future of the industry lies with the artist and their ability to engage directly with their fanbase. ATC is prominent in the artist management and live agency space, while simultaneously expanding into adjacent services that ATC believes are critical to delivering both the creative and commercial ambitions of artists, such as merchandising, live events, and, increasingly, the conception and production of experiential entertainment.

On 26 September 2025, the Company announced its unaudited interim results for the six months ended 30 June 2025 ("**H1 2025**"). As detailed in those results, ATC has delivered a resilient performance in H1 2025, due to the Group's integrated suite of services for artists driving commercial momentum and continued execution of the Group's organic and inorganic growth strategy.

In H1 2025 the Group saw a rise from 36 to 65 artists now using two or more of the Group's three service divisions (Representation, Services and Events), and an 81 per cent. increase in cross-service revenue compared to the prior six month period, a pattern that has continued into the second half of 2025 and is a key facet of future organic growth.

In addition, in H1 2025 the Group completed two strategic acquisitions that expanded its capabilities across the live and artist representation value chain: Brighton-based music venues Concorde 2 and Volks; and the music management and record label company, Easy Life Entertainment. These acquisitions align with the Group's core strategy and create enhanced opportunities for cross-service monetisation, content creation, and deeper artist partnerships.

The Group is now engaged with over 900 artist clients across a range of activities that are central to a new music industry opportunity – the monetisation of the artist/fan relationship. With deep sector knowledge in multiple components of an artist's career including management, live, direct-to-fan-services and events, the Group is positioned to harness and monetise aggregated fan data across these traditionally disparate commercial streams, which the Directors believe is increasingly becoming the lifeblood of the artist's business. The Directors believe that an artist's fan data should be controlled by the artist and that managers are central to using that data to deliver on the direct-to-fan opportunity for the artist's business.

ATC intends to deliver a proprietary B2B system to unlock and activate this fan data, creating an artist-first data engine leading to stronger fan engagement and greater commercial impact. An example of the Group's capability in this area was recently demonstrated when a client decided to tour an exclusive 20-date run across five European cities to a combined audience of approximately 320,000 attendees, after a significant hiatus. Knowing that the demand for tickets would significantly outstrip supply it presented a unique

opportunity for the band to deepen their direct relationship with fans. Working with ATC, the band implemented a private ballot system to ensure fair ticket distribution and minimise unnecessary fan travel.

ATC led the planning and execution of the ticketing strategy, prioritising genuine fans while limiting ticket scalping through a secure verification system powered by OpenStage. As predicted, demand far exceeded supply, and successful applicants received unique purchase codes granting access to tickets for their allocated venue. Through this approach, the band increased their directly contactable fanbase by more than 400 per cent., with 88 per cent. of applicants opting in to receive marketing communications. The process protected the integrity of the artist-fan relationship and generated accurate fan data to support future direct engagement strategies.

Current trading and outlook

Over the last 12 months, the Group has demonstrated its ability to drive growth, generating higher revenues from artists, reinforcing margins for services, and with new inbound artists engaging with ATC. The Directors believe that accelerating deeper technology integration across service lines will deliver greater access to fan data, with artists finally sitting at the centre of their own ecosystem, thereby opening up new commercial and growth opportunities for both artists and ATC.

The Group's current trading remains in line with management expectations and in line with the traditional weighting towards the second half of the year, reflecting the seasonal timing of core activities, including major events, festivals and touring. H1 2025 and the period since have been a time of substantial development and the Group is now beginning to see the clear benefits of its strategy as more artists engage with its range of service offerings.

Growth strategy

The Group's growth strategy focuses on expanding its integrated approach to talent management, live booking, live-streaming and artist services while continuing to deepen relationships with artists across multiple service lines.

Through this approach, the Group aims to enable artists to maximise their commercial potential by harnessing and optimising additional sources of fan data, whilst broadening its participation across the music industry's multiple revenue streams.

To deliver its growth strategy, the Group will build artist first ecosystems at scale and continue to employ the following strategies in the respective service areas:

- **Talent acquisition and development** – the Group will seek to expand and diversify the number of artist businesses the Group works with by identifying potential new clients, including both emerging talent and established talent seeking new representation, while driving the long-term growth of existing clients' businesses;
- **Expanding live touring and booking services** – the Directors intend to increase the scope and reach of the Group's live booking division;
- **Data driven growth and fan engagement** – the Group has, via its clients, a digital footprint which the directors believe can be leveraged to increase artists' fan engagement and drive direct-to-fan revenue. The Group intends to scale through the strategic aggregation and deployment of fan data;
- **Diversifying revenue streams** – the Group will seek to expand and strengthen revenue generation by broadening its service capabilities through strategic expansion. The Company is exploring opportunities to acquire or develop complementary businesses that align with the Group's strategy. This approach is designed to enhance long-term value, enhance existing client and artist relationships, and build greater operational resilience; and
- **Co-creation, co-production and new IP generation** – the Company aims to seize opportunities for co-creating and co-producing new intellectual property ("**IP**") through live events, experiences, and innovative partnerships.

The net proceeds of the Fundraising will provide the Company with additional working capital and a strengthened balance sheet to continue this strategy, and primarily be used to:

- build upon the existing relationships with over 900 artists by bringing in new managers, agents and artist clients;
- invest in the Group's technology infrastructure and data integration to enable the delivery of enhanced 'direct-to-fan' services on behalf of artists;
- strengthen the management team, for additional expertise and bandwidth as the Group expands; and
- further develop the Group's merchandise and wider service operations.

Principal terms of the Fundraising

The Company has conditionally placed 5,980,000 Placing Shares through the Placing at the Issue Price and agreed to conditionally issue 900,000 Subscription Shares pursuant to the Subscription also at the Issue Price raising £8.6 million in aggregate, before expenses.

Placing

Pursuant to the terms of the Placing Agreement, Allenby Capital and Ocean Wall, as agents for the Company, have conditionally placed the Placing Shares at the Issue Price.

The Placing is conditional, *inter alia*, on the following:

(i) Resolutions 1 and 2 being passed at the General Meeting;

(ii) the Placing Agreement not being terminated prior to Admission of the Placing Shares and becoming unconditional in all respects (save as to any condition in respect of Admission);

(iii) none of the warranties given by the Company and the Directors in the Placing Agreement being untrue, inaccurate or misleading in any respect as at the date of the Placing Agreement or at any time between the date of the Placing Agreement and Admission; and

(iv) Admission of the Placing Shares having become effective on or before 8.00 a.m. on 17 December 2025 (or such later date and/or time as the Company, Allenby Capital and Ocean Wall may agree, being no later than the Fundraising Long Stop Date).

The Placing Agreement contains customary warranties given by the Company, the Directors and the Proposed Director to Allenby Capital and Ocean Wall as to matters in relation to, *inter alia*, the accuracy of the information in the Schedule One Announcement, the Schedule One Appendix and other matters relating to the Group and its business. In addition, the Company has provided a customary indemnity to Allenby Capital and Ocean Wall in respect of liabilities arising out of or in connection with the Placing. Allenby Capital and Ocean Wall are entitled to terminate the Placing Agreement in certain circumstances prior to Admission including circumstances where any of the warranties are found not to be true or accurate or were misleading in any material respect, the failure of the Company to comply in any material respect with any of its obligations under the Placing Agreement, the occurrence of certain *force majeure* events or a material adverse change affecting the financial position, business or prospects of the Group.

In consideration of the services provided by Allenby Capital and Ocean Wall and conditional on Admission, the Company has agreed to pay certain fees, commissions and expenses to each of Allenby Capital and Ocean Wall and to issue warrants to subscribe for in aggregate 116,000 new Ordinary Shares at the Issue Price within two to three years.

Subscription

The Subscribers have agreed to subscribe for 900,000 Subscription Shares in aggregate at the Issue Price.

Craig Newman, a director of the Company, has conditionally subscribed for 468,000 Subscription Shares at the Issue Price pursuant to the Subscription, totaling £585,000. As Executive Co-Chair of the Company, Craig Newman's participation in the Subscription constitutes a related party transaction pursuant to the Aquis Growth Market Access Rulebook. Upon Admission, Mr Newman is expected to hold an interest in 7.96 per cent. of the Company's Ordinary Shares. The directors of the Company (other than Craig Newman),

having exercised reasonable care, skill and diligence, believe that the transaction is fair and reasonable as far as the shareholders of the Company are concerned.

In addition, James Paterson, Group COO, has conditionally subscribed for 80,000 Subscription Shares at the Issue Price pursuant to the Subscription, totaling £100,000.

Completion of the Subscription is conditional upon receipt of the subscription monies by the Company and the Placing Agreement becoming unconditional in all respects (save in relation to any condition in respect of Admission).

The Fundraising Shares will, when issued, be credited as fully paid and will rank *pari passu* with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after Admission.

Issue Price

The Issue Price represents a discount of approximately 11 per cent. to the closing middle market price of 125 pence per Ordinary Share on 18 November 2025, being the latest practicable date prior to the publication of the announcement by the Company on 19 November 2025 which set out details of the Fundraising. For the purposes of section 571(6) of the Act, the Directors confirm that the Issue Price has been determined after consultation with market participants (as permitted by law and regulation) and the Company's professional advisers.

Admission to AIM and withdrawal from AQSE

In light of the Group's continued growth and the expanding opportunities available in its markets, the Board believes that admission to AIM represents a natural next step in the Group's development. The move is to broaden the investor base, while also supporting the Group's long-term growth ambitions. Admission is expected to enhance the Group's visibility within the capital markets, provide greater access to capital, and strengthen its profile with key stakeholders.

Application will be made to London Stock Exchange plc for the Company's Existing Ordinary Shares and the Fundraising Shares to be admitted to trading on AIM via the AIM Designated Market route. Accordingly, and pursuant to the AIM Rules for Companies, a Schedule One Announcement was published on 19 November 2025 in respect of the proposed admission to trading on AIM and an accompanying appendix will be available on the Company's website at www.atcgroupplc.co.uk/investors/.

Subject, *inter alia*, to the passing of the Resolutions and completion of the Fundraising, it is currently anticipated that Admission will become effective and that dealings in the Enlarged Share Capital will commence on AIM at 8.00 a.m. on or around 17 December 2025.

In conjunction with the Admission, the Company has announced the proposed withdrawal of its Ordinary Shares from trading on the Apex Segment of the AQSE Growth Market with effect from 8.00 a.m. on 17 December 2025, in accordance with AQSE Rule 5.3.

Board changes and appointment of COO

The Directors were also delighted to announce the appointment of James Patterson as Chief Operating Officer (COO) (non-Board) and that upon Admission, Cliff Fluet will be appointed as a Non-Executive Director of the Company. At the same time, Andy Glover will become Chair of the Board and Brian Message and Craig Newman will remain as executive Directors.

Cliff Fluet

Clifford Gary Fluet (aged 54) is a Partner at the law firm Lewis Silkin. With over 25 years' experience, he advises on digital media, brand entertainment, technology, and innovation, and leads the firm's Media & Entertainment practice while serving on the Partnership Board responsible for innovation. A recognised expert ranked in the Legal 500 Hall of Fame, Fluet has global subject-matter expertise in new forms of rights and catalogue acquisitions and exploitation.

Beyond legal practice, Cliff Fluet is the founder and Managing Director of Eleven Advisory, a strategic and commercial consultancy to media companies across music, sport, film, and entertainment. He helps clients navigate emerging technologies—including artificial intelligence, rights recognition, and immersive entertainment—leveraging an extensive industry network.

Committed to the creative community, he serves with various charities as Vice Chair of Help Musicians and Chair of Music Minds Matter and also chairs Music Technology UK. He now brings this experience to ATC as a Non-Executive Director.

Cliff is currently a director of Music Technology UK Ltd, Musicians Benevolent Fund and 5CL Limited and is a partner of Lewis Silkin LLP. Within the last five years Cliff has been a director of Aces Academies Trust.

James Patterson

James Patterson brings more than 10 years' experience in global operational leadership and technology-driven growth having been part of the senior management team of The Trade Desk during its scale-up era from 2013 to 2023.

The Trade Desk was founded as an early-stage AdTech company built around data-driven technology. At the Trade Desk James led the European division before relocating to New York as Vice President of Global Operations during a period when the company's market valuation grew from c.$1 billion on its IPO, to c.$35 billion in 2023.

James has more recently worked as a business and technology consultant and serves as a Non-Executive Director for Vyde Ltd, a UK based advertising technology platform that develops "conversational advertising" experiences for brands.

In his role at ATC, James will oversee the Group's operational, people and technology functions. He will work closely with the CEO, CGO and CFO to integrate the Group's subsidiaries, align workflows and implement scalable data-driven systems across finance, technology, operations and Integrated Services.

General Meeting

The issue of the Fundraising Shares is conditional upon, amongst other things, the approval by the Shareholders of Resolutions 1 and 2 to be proposed at the General Meeting and Admission. A notice convening the General Meeting to be held at ATC's registered office at The Hat Factory, 166-168 Camden Street, London NW1 9PT at 10.00 a.m. on 8 December 2025 is set out at the end of this document.

A summary and explanation of the Resolutions which will be proposed at the General Meeting to enable the issue of the Fundraising Shares and to renew the general authorities of the Directors to issue Ordinary Shares is set out below.

Resolution 1 – Authority to allot the Fundraising Shares and certain other Ordinary Shares

Resolution 1 is an ordinary resolution to authorise the Directors under section 551 of the Act to issue and allot Ordinary Shares. The Act requires that the authority of Directors to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or convert any security into shares (the "**relevant securities**") should be subject to the approval of Shareholders in a general meeting or to an authority set out in the Company's Articles. Accordingly, Resolution 1 will be proposed to authorise the Directors to allot relevant securities in respect of the issue of the Fundraising Shares, and other Ordinary Shares to be subscribed in substitution for fees for services to, or in respect of warrants to be granted to, the Company's advisers. This authority will expire on the date falling three months from the date of the passing of such resolution (unless renewed, varied or revoked prior to or on that date).

Resolution 2 – Disapplication of statutory pre-emption rights in relation to the Fundraising Shares and certain other Ordinary Shares

Resolution 2 is a special resolution to disapply the statutory pre-emption rights under section 571 of the Act in respect of equity securities (as defined in section 560 of the Act). The Act requires that any equity securities issued wholly for cash must be offered to existing Shareholders in proportion to their existing shareholdings unless otherwise approved by Shareholders in a general meeting or accepted under the

Company's Articles. A special resolution will be proposed at the General Meeting to give the Directors authority to allot equity securities for cash other than on a *pro rata* basis in respect of the issue of the Fundraising Shares and certain other Ordinary Shares as noted above in relation to Resolution 1. This authority will also expire on the date falling three months from the date of the passing of such resolution.

Resolution 3 – General authority to allot Ordinary Shares

Resolution 3 is an ordinary resolution to renew certain authorities granted to the Directors under section 551 of the Act to issue and allot Ordinary Shares at the Company's last annual general meeting and to increase the level of general authority at paragraph 3(c) to 15 per cent. of the Enlarged Share Capital in connection with the Company's share option plan(s).

These authorities will expire at the earlier of the conclusion of the Company's next annual general meeting or 30 September 2026.

These authorities will be in addition to those granted by Resolution 1.

Resolutions 4 and 5 – Disapplication of statutory pre-emption rights

Resolution 4 and 5 are special resolutions to renew the authorities granted to the Directors to disapply the statutory pre-emption rights under section 570 of the Act in respect of equity securities (as defined in section 560 of the Act) at the Company's last annual general meeting. The only significant change follows institutional guidance to update the level of general authorities to reflect the latest Pre-Emption Statement of Principles and to increase the level of general authority at paragraph 4(c) to 15 per cent. of the Enlarged Share Capital in connection with the Company's share option plan(s).

These authorities will expire at the earlier of the conclusion of the Company's next annual general meeting or 30 September 2026.

These authorities will be in addition to those granted by Resolution 2.

Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting which you are requested to complete and return in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by not later than 10.00 a.m. on 4 December 2025. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

Recommendation

The Board considers Admission and the Fundraising to be in the best interests of the Company and its Shareholders as a whole, including for the reasons set out in this document. Accordingly, the Board recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, as those Directors who hold Ordinary Shares intend to do in respect of their own beneficial holdings amounting, in aggregate, to 3,360,442 Existing Ordinary Shares representing approximately 20.32 per cent. of the Existing Ordinary Shares as at the date of this document.

If Resolutions 1 to 2 are not passed then the Company will be unable to issue the Fundraising Shares and receive the proceeds from the Fundraising and Admission will not occur.

Yours faithfully,

Adam Driscoll

CEO

NOTICE OF GENERAL MEETING

ALL THINGS CONSIDERED GROUP PLC

(incorporated in England & Wales with registered number 13411674)
(the **Company**)

NOTICE is given that a General Meeting of the Company will be held on 8 December 2025 at 10.00 a.m. at The Hat Factory, 166-168 Camden Street, London NW1 9PT and through the electronic facilities that are being made available via Zoom (the Virtual Meeting Platform) details of which are set out below for the transaction of the following business:

ORDINARY RESOLUTION

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

1. That the Board of the Company be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the **CA 2006**) to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company as follows:

   a. up to an aggregate nominal amount of £68,800, being the aggregate nominal value of the Fundraising Shares; and

   b. in addition to the amount referred to in paragraph 1(a) up to a further aggregate nominal amount of £1,160 in respect of the grant of certain warrants to subscribe and the subscription for ordinary shares as consideration for services,

   subject to such exclusions or other arrangements as the Board of the Company 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).

   This authority shall:

   (i) be without prejudice to any allotment of shares or grant of rights to subscribe for or to convert any security into shares in the Company already made, offered or agreed to be made pursuant to such existing authorities previously granted, unless renewed, varied or revoked by the Company; and

   (ii) expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling three months from the date of the passing of this resolution, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the Board of the Company may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTION

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

2. Subject to the passing of resolution 1 above, the Board of the Company be authorised in accordance with section 571(1) of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, such authority to be limited to:

a. the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £68,800, being the aggregate nominal value of the Fundraising Shares; and

b. the allotment of equity securities up to an aggregate nominal amount of £1,160 in respect of the grant of certain warrants to subscribe and the subscription for ordinary shares as consideration for services.

This authority shall:

(i) be without prejudice to any allotment of any equity securities already made, offered or agreed to be made pursuant to such powers previously granted, unless renewed, varied or revoked by the Company; and

(ii) expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling three months from the date of the passing of this resolution, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

ORDINARY RESOLUTION

To consider and, if thought fit, approve the following resolution that will be proposed as an ordinary resolution:

3. Subject to the passing of resolutions 1 and 2 above, that the Board of the Company be generally and unconditionally authorised pursuant to Section 551 of the CA 2006 to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company as follows:

   (a) up to an aggregate nominal amount of £78,071.55 in the form of equity securities (as defined in section 560 of the CA 2006) in connection with a fully pre-emptive offer, open for acceptance for a period fixed by the Board of the Company, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Board of the Company in proportion (as nearly may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Board of the Company 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 addition to the amount referred to in paragraph 3(a) up to a further aggregate nominal amount of £78,071.55 (whether in connection with the same offer or issue as under paragraph 3(a) or otherwise); and

   (c) in addition to the amounts referred to in paragraphs 3(a) and 3(b), up to a further aggregate nominal amount of £35,132.20 pursuant to the Company's employee share option plan(s).

This authority is granted in addition to and without prejudice to the authorities granted to the Board of the Company under section 551 of the CA 2006 in resolution 1 above and shall (i) revoke and replace all unexercised authorities granted to the Directors at the previous annual general meeting of the Company to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities; and (ii) expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2026, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the Board of the Company may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions that will be proposed as special resolutions:

4. Subject to the passing of resolutions 1, 2 and 3 above, the Board of the Company be authorised in accordance with section 570(1) of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority given by resolution 3 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, such authority to be limited to:

   (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Board of the Company, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Board of the Company in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Board of the Company 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 or sale of treasury shares, otherwise than under paragraph 4(a) above, up to a nominal amount of £23,421.47, being not more than 10 per cent. of the issued ordinary share capital (excluding treasury shares) of the Company on Admission; and

   (c) the allotment of equity securities or sale of treasury shares, otherwise than under paragraphs 4(a) and 4(b), up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph 4(b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This authority is granted in addition to and without prejudice to the authorities granted to the Board of the Company under section 571(1) of the CA 2006 in resolution 2 above and shall (i) revoke and replace all unexercised authorities granted to the Directors at the previous annual general meeting of the Company to disapply pre-emption rights in relation to the allotment of equity securities or grant of rights or sale of treasury shares but without prejudice to any allotment of shares or grant of rights or sale of treasury shares already made, offered or agreed to be made pursuant to such authorities and (ii) expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2026, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

5. Subject to the passing of resolutions 1, 2, 3 and 4 above, the Board of the Company be authorised in accordance with section 570(1) of the CA 2006, in addition to any authority granted under resolution 4 above, to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority given by resolution 3 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, such authority to be limited to:

   (a) the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £23,421.47, being not more than 10 per cent. of the issued ordinary share capital (excluding treasury shares) of the Company on Admission, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

   (b) the allotment of equity securities or sale of treasury shares, otherwise than under paragraph 5(a) above, up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph 5(a) above, such authority to be used only

for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(c) the allotment of equity securities or sale of treasury shares, otherwise than under paragraphs 5(a) and 5(b) above, up to an aggregate nominal amount of £35,132.20, being not more than 15 per cent. of the issued ordinary share capital of the Company on Admission, in connection with the Company's employee share option plan(s).

This authority is granted in addition to and without prejudice to the authorities granted to the Board of the Company under section 571(1) of the CA 2006 in resolution 2 and under section 570(1) of the CA 2006 in resolution 4 above and shall (i) revoke and replace all unexercised authorities granted to the Directors at the previous annual general meeting of the Company to disapply pre-emption rights in relation to the allotment of equity securities or grant of rights or sale of treasury shares but without prejudice to any allotment of shares or grant of rights or sale of treasury shares already made, offered or agreed to be made pursuant to such authorities and (ii) expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2026, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board of the Company

Brian Message, Co-Chairman

The Hat Factory
166-168 Camden Street London
NW1 9PT

19 November 2025

EXPLANATORY NOTES TO THE RESOLUTIONS PROPOSED AT THE GENERAL MEETING (the GM)

The resolutions to be proposed at the GM of the Company to be held on 8 December 2025 at 10.00 a.m. are set out in the notice of GM. The following notes provide an explanation to the resolutions being put to shareholders. The passing of each Resolution is subject to each subsequent Resolution having been duly passed.

Ordinary resolution

Resolution 1 is proposed as an ordinary resolution. This resolution will be passed if more than 50 per cent. of the votes are cast in favour of it.

Resolution 1—Authority to allot shares in respect of the Fundraising Shares and certain other Ordinary Shares

The directors may only allot shares or grant rights over shares if authorised to do so by shareholders.

Resolution 1, if passed, will authorise the directors under section 551 of the CA 2006 to issue the Fundraising Shares, and other Ordinary Shares to be subscribed in substitution for fees for services to, or in respect of warrants to held by, the Company's advisers. The Fundraising Shares when issued will represent 29.4 per cent. of the Enlarged Share Capital.

The authority will expire on the date falling three months from the date of the passing of such resolution.

Special resolution

Resolution 2 is a special resolution. This resolution will be passed if not less than 75 per cent. of the votes are cast in favour of it.

Resolution 2—Disapplication of pre-emption rights in respect of the Fundraising Shares and certain other Ordinary Shares

The CA 2006 requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights. In accordance with investor guidelines, therefore, approval is sought by the directors to issue a limited number of ordinary shares for cash without first offering them to existing shareholders.

Resolution 2 contains a disapplication of pre-emption rights which seeks to give the directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to section 561 of the CA 2006, in connection with the Fundraising and certain other Ordinary Shares.

If passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 1 (Authority to allot shares).

Ordinary resolution

Resolution 3 is proposed as an ordinary resolution. This resolution will be passed if more than 50 per cent. of the votes are cast in favour of it.

Resolution 3—General authority to allot shares

The directors may only allot shares or grant rights over shares if authorised to do so by shareholders.

The Investment Association ("**IA**") guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition, they will treat as routine a request for authority to allot shares representing an additional one third of the company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue. Accordingly, Resolution 3, if passed, would renew the directors' authority under section 551 of the CA 2006 to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum aggregate nominal amount of £156,143.10, representing the IA guideline limit of approximately 66 per cent. of the Company's issued ordinary share capital on Admission.

Resolution 3(a), if passed, would give the directors authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £78,071.56, representing approximately one third of the Company's existing issued share capital in connection with a fully pre-emptive offer in favour of ordinary shareholders.

Resolution 3(b), if passed, would give the directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £78,071.56, representing approximately one third of the Company's existing issued share capital. As this Resolution imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with resolution 3(a) so as to enable the whole two-thirds to be used in connection with a fully pre-emptive offer. Where the usage of this authority exceeds one-third of the issued share capital, the directors intend to follow best practice as regards its use.

Resolution 3(c), if passed, would give the directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £35,132.20, representing 15 per cent. of the Company's existing issued share capital on Admission, in connection with the Company's employee share option plan(s).

The authorities under Resolution 3 will expire at the earlier of the conclusion of the next annual general meeting of the Company or 30 September 2026.

The directors have no current plans to utilise either of the authorities sought by this Resolutions 3, except in connection with employee share plan(s), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

Special resolutions

Resolutions 4 and 5 will be proposed as special resolutions. These resolutions will be passed if not less than 75 per cent. of the votes are cast in favour of them.

Resolutions 4 and 5—Disapplication of pre-emption rights

As referred to above in connection with Resolution 2, there are restrictions on the Company ability to issue new shares or grant rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares. In accordance with investor guidelines, therefore, approval is sought by the directors to issue a limited number of ordinary shares for cash without first offering them to existing shareholders.

Resolution 4 contains a number of authorities to disapply pre-emption rights, to renew the directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to section 561 of the CA 2006. The authority in Resolution 4 is limited to the following allotments or sales:

Paragraph 4(a) seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive offer so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which might arise, for example, with overseas shareholders.

Paragraph 4(b) contains an authority to disapply pre-emption rights, other than in connection with a rights or other pre-emptive issue, scrip dividend or other similar issue, limited to a maximum nominal amount of £23,421.47, representing approximately 10 per cent. of the Company's issued share capital on Admission.

Paragraph 4(c) is a disapplication of pre-emption rights, otherwise than pursuant to paragraph 4(a) or 4(b), up to a nominal amount equal to 20 per cent. of any allotment under Paragraph 4(b) for the purposes of a follow-on offer of a kind contemplated by paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

These authorities are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023).

Resolution 5 contains a number of additional authorities to disapply pre-emption rights, to renew the directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to section 561 of the CA 2006. The authority in Resolution 5 is limited to the following allotments or sales:

Paragraph 5(a) is a disapplication of pre-emption rights limited to an additional 10 per cent. of issued ordinary share capital to be used for transactions which the directors determine to be an acquisition or specified capital investment. The authority contained in the resolution would be limited to a maximum nominal amount of £23,421.47, representing approximately 10 per cent. of the Company's issued share capital on Admission.

Paragraph 5(b) is a disapplication of pre-emption rights, otherwise than pursuant to paragraph 5(a), up to a nominal amount equal to 20 per cent. of any allotment under Paragraph 5(a) for the purposes of a follow-on offer of a kind contemplated by paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

The authorities in paragraphs 5(a) and 5(b) are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023).

Paragraph 5(c) contains a disapplication of pre-emption rights to allot equity securities of the Company for cash in connection with the Company's employee share option plan(s). The disapplication contained in Resolution 5(c) is limited to a maximum nominal amount of £35,132.20, representing 15 per cent. of the Company's issued share capital on Admission.

If Resolutions 4 and 5 are passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 4 (Authority to allot shares).

In compliance with the Pre-Emption Group's Statement of Principles 2022, the Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to:

(i) the authority in Paragraph 5(a) other than for the purposes of financing (or refinancing if the authority is to be used within 12 months of the original transaction) an acquisition or specified capital investment.

(ii) the authority for follow-on offers in Paragraph 4(c) or Paragraph 5(b) other than for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles 2022.

The Directors also confirm that they intend to follow the shareholder protections and approach to follow-on offers as set out in paragraphs 1 and 3, respectively, of Part 2B of the Statement of Principles 2022.

The Board of the Company has no current plans to utilise either of the authorities sought by this Resolutions 4 and 5, except in connection with employee share plan(s), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

IMPORTANT INFORMATION:

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

ATTENDANCE AT THE MEETING

Shareholders who are not able to attend the meeting are encouraged to appoint the Chair as a proxy. The Company remains firmly committed to encouraging shareholder engagement on the business of the meeting. As such, shareholders (and any of their duly appointed proxies and/or corporate representatives) will be able to (i) attend and vote at the meeting remotely via the Virtual Meeting Platform (even if a proxy appointment is submitted in advance) and (ii) submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally by telephone. Any changes to the arrangements for the meeting will be communicated to shareholders before the meeting, including through All Things Considered Group Plc's website at atcgroupplc.com and by announcement through a Regulatory Information Service.

Instructions for accessing the Virtual Meeting Platform

Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be able to (i) attend and vote at the meeting remotely via the Virtual Meeting Platform and (ii) submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally on the Virtual Meeting Platform.

The Virtual Meeting Platform can be accessed using a web browser, on any PC or PC equivalent or smartphone device. The web browser must be compatible with the latest browser versions of Chrome, Firefox, Edge and Safari. In order to access and engage in the business of the meeting, please go to:

All Things Considered Group plc – General meeting

Join Zoom Meeting
https://us06web.zoom.us/j/89785114009

Meeting ID: 897 8511 4009
One tap mobile
+13462487799,,89785114009#US (Houston)

+13602095623,,89785114009#US

Join instructions
https://us06web.zoom.us/meetings/89785114009/invitations?signature=q_i9hNpTyd3nsU8gYLQTrhoilF216Tu82nlN0LX1gYw

Access to the meeting will be available from 9.30 a.m. on 8 December 2025, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be permitted to submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally via the Virtual Meeting Platform to the Company's directors during the meeting.

The meeting will commence at 10.00 a.m. or as soon thereafter. Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be permitted to submit questions (remotely in writing via the Virtual Meeting Platform or orally on the Virtual Meeting Platform) to the Company's directors during the meeting.

1. RIGHT TO APPOINT PROXIES

A shareholder entitled to attend and vote at the GM, may appoint a proxy or proxies (who need not be a shareholder or shareholders of the Company) to exercise all or any of that shareholder's rights to attend, speak and vote at the GM. Where more than one proxy is appointed, each proxy must be appointed for different shares.

2. PROXY FORMS

Proxies may only be appointed by:

2.1 completing and returning the form of proxy enclosed with this notice in accordance with the instructions shown on the form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, to the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by post or (during normal business hours only) by hand;

2.2 making an online proxy appointment by going to www.eproxyappointment.com and following the instructions for electronic submission provided there; or

2.3 having an appropriate CREST message transmitted through the CREST electronic proxy appointment service as described in the CREST Manual (a CREST proxy instruction). 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 (see note 3 below). Please refer to the CREST Manual on the Euroclear website (www.euroclear.com/CREST) for further information.

To be effective the form of proxy or other instrument appointing a proxy must be received by the Company's Registrars, or received electronically www.eproxyappointment.com or, in the case of shares held through CREST, via the Euroclear website, in each case not later than 10.00 a.m. on 4 December 2025.

Completion of a proxy form, online proxy appointment or CREST proxy instruction will not prevent a shareholder from attending and voting in person at the meeting.

3. CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) by using the procedures described in the CREST Manual (available at www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear'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 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 Company's agent (ID: 3RA50) by the latest time for receipt of proxy appointments set out in 2.3 above. For this purpose, the time of the receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the Company'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 by other means.

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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service providers, to ensure that their CREST sponsor or voting service provider takes) such action as is 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.

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.

4. RECORD DATE

Only those shareholders included in the register of members of the Company at 10.00 a.m. on 4 December 2025 or, if the meeting is adjourned, on the day which is two working days before the time for holding the adjourned meeting, will be entitled to attend and to vote at the GM in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the meeting.

5. COPIES OF DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Copies of the service contracts of the executive directors and the letters of appointment of the non- executive directors are available for inspection at the Company's registered office during normal business hours from the date of dispatch of this notice until the end of the GM (Saturdays, Sundays and public holidays excepted) and will also be available at the place of the GM for at least 15 minutes before and during the meeting.

6. ELECTRONIC ADDRESSES

The electronic addresses provided in this notice are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the meeting or to submit their voting directions electronically. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

7. WEBSITE DETAILS

A copy of this notice, can be found at www.atcgroupplc.com/investors/.

8. MEMBERS' POWER TO REQUIRE CIRCULATION OF RESOLUTIONS OR INCLUDE OTHER MATTERS IN THE BUSINESS DEALT WITH AT THE GM

The shareholders may require the Company to give notice of a resolution to be moved at the GM or to include in the business to be dealt with at the GM any matter (other than a proposed resolution) if the Company receives requests to do so from:

8.1 shareholders representing at least 5 per cent. of the total voting rights of all the members who have a right to vote on the resolution at the GM to which their request relates, or

8.2 at least 100 shareholders who have a right to vote on the relevant resolution at the GM and hold shares in the Company in which there has been paid up an average sum, per member, of at least £100.

A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company no later than the time at which Notice of the GM is given and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

9. MEMBERS' RIGHTS TO ASK QUESTIONS AT THE MEETING

Shareholders attending the GM, whether in person or via electronic means, have a right to ask questions relating to the business being dealt with at the meeting. Specific directions on how to ask a question for those attending virtually will be provided once access to the meeting has been granted via The Virtual Meeting Platform. The Company must answer such questions unless:

9.1 answering would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information,

9.2 the answer has already been given on a website in the form of an answer to a question, or

9.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

10. NUMBER OF SHARES AND VOTING RIGHTS

As at 18 November 2025, being the last business day prior to publication of this GM notice, the Company's issued share capital comprised 16,541,467 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 18 November 2025 is 16,541,467.

11. STATEMENT REGARDING STATUS OF NOMINATED PERSON'S RIGHTS

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the CA 2006, writes to you directly for a response.

12. POLL VOTE

Voting on all resolutions at the GM will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the GM, the results of the voting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website at atcgroupplc.com.