



Notice of Annual General Meeting

IG Design Group plc

(Incorporated and registered in England and Wales under company number 1401155)

Howard House, Howard Way Interchange Park, Newport Pagnell MK16 9PX, UK

26 September 2024

11 a.m.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares in IG Design Group plc, please pass this document to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.

Attendance

We are keen to welcome shareholders in person to our 2024 Annual General Meeting ("AGM") at Howard House, Howard Way, Interchange Park, Newport Pagnell MK16 9PX, UK.

The Board requests that you appoint a proxy (preferably the Chair) and provide voting instructions in advance of the AGM, in accordance with the instructions set out in the notes to the Notice of AGM, which appear later on in this document. This will ensure that your votes will be counted if ultimately you (or any other proxy who you might otherwise appoint) are not able, or do not wish, to attend the AGM in person.

Notice of Annual General Meeting 2024

Notice is hereby given that the Annual General Meeting of the Company will be held at IG Design Group plc, Howard House, Howard Way, Interchange Park, Newport Pagnell, MK16 9PX on 26 September 2024 at 11 a.m. The business of the meeting will be to consider and, if thought fit, to pass the following resolutions of which resolutions 1 and 3 to 13 are proposed as ordinary resolutions and resolutions 2, 14 and 15 as special resolutions:

1. To receive and adopt the Directors' report and the financial statements for the year ended 31 March 2024 and the independent auditor's report on the financial statements.
2. That the new Articles of Association of the Company produced to the meeting and initialled by the chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, its existing Articles of Association.
3. To re-elect Stewart Gilliland as a Director of the Company.
4. To re-elect Anders Hedlund as a Director of the Company.
5. To re-elect Mark Tentori as a Director of the Company.
6. To re-elect Clare Askem as a Director of the Company.
7. To re-elect Claire Binyon as a Director of the Company.
8. To re-elect Paul Bal as a Director of the Company.
9. To re-elect Rohan Cummings as a Director of the Company.
10. To approve the Directors' Remuneration Report for the year ended 31 March 2024.
11. To appoint PricewaterhouseCoopers LLP as the auditor of the Company until the conclusion of the next general meeting of the Company at which the accounts are laid.
12. To authorise the Directors to determine the remuneration for PricewaterhouseCoopers LLP as auditor of the Company.
13. That the Directors be and are hereby 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 ordinary shares in the Company and to grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of 3,275,995.68 comprising:
 - a) an aggregate nominal amount of 1,637,997.84 (whether in connection with the same offer or issue as under (b) below or otherwise); and
 - b) a further aggregate nominal amount of 1,637,997.84 provided such securities are (i) in the form of equity securities (within the meaning of Section 560 of the CA 2006); and (ii) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors 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 Directors may deem necessary or expedient in relation to fractional entitlements, record dates, 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 expire (unless previously varied, revoked or renewed by the Company in general meeting) 15 months after the date of the passing of this resolution, or if earlier, at the conclusion of the next Annual General Meeting of the Company, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot ordinary shares and grant rights to subscribe or convert securities into ordinary shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

This authority is granted in substitution for, and to the exclusion of, any previous authorities granted by the Company under Section 551 of the CA 2006.

14. That, subject to the passing of Resolution 13, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the CA 2006 to allot equity securities (within the meaning of Section 560 of the CA 2006) for cash either pursuant to the general authority conferred on them by Resolution 13 and/or by way of sale of treasury shares (as defined in Section 724 of the CA 2006) for cash as if Section 561 of the CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

- a) in connection with or pursuant to an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors 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 Directors may deem 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; and
- b) other than pursuant to sub-paragraph (a) above up to an aggregate nominal value of 491,399.35 representing 10% of the issued share capital of the Company as at the close of business on 11 July 2024.

This authority shall expire (unless previously revoked or renewed by the Company in general meeting) at such time as the general authority conferred on the Directors by Resolution 13 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

This authority is granted in substitution for, and to the exclusion of, any previous authorities granted by the Company under Section 570 of the CA 2006.

15. That pursuant to Section 701 of the CA 2006, the Company be generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the CA 2006) of ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors of the Company may from time to time determine, provided that in doing so it:

- a) purchases no more than 9,827,987 ordinary shares in aggregate;
- b) pays not less than 5p (excluding expenses) per ordinary share; and
- c) pays a price per share that is not more (excluding expenses) per ordinary share than the higher of (i) an amount equal to 105% of the average of the middle market quotations for the ordinary shares as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share and (ii) an amount equal to the higher of the price of the last independent trade and highest current independent bid as derived from the London Stock Exchange Trading System.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company or within 15 months from the date of passing of this resolution (whichever is the earlier), but the Company may enter into a contract to purchase its own ordinary shares under this authority before it expires, which will or may complete wholly or partly after this authority expires, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

This authority is granted in substitution for, and to the exclusion of, any previous authorities granted by the Company under Section 701 of the CA 2006.

On behalf of the Board



Joy Laws

Company Secretary
22 July 2024

Registered office:

Howard House, Howard Way
Interchange Park, Newport Pagnell
MK16 9PX

Notes to the Notice of Annual General Meeting (“AGM”)

Ordinary Resolutions

Resolutions 1 and 3 to 13 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour.

Special Resolutions

Resolutions 2, 14 and 15 are special resolutions. These resolutions will be passed if not less than 75% of the votes cast for and against are in favour.

Resolution 1 – laying of accounts

The Directors are required to present to the shareholders of the Company the reports of the Directors and auditor, and the audited financial statements of the Company for the year ended 31 March 2024. The Directors’ report and the audited financial statements have been approved by the Directors, and the independent auditor’s report has been approved by the auditor. These documents are available at www.thedesigngroup.com/investors/reports-presentations. A printed copy has been sent to those shareholders who have requested this.

Resolution 2 – adoption and amendment of new articles of association

The Company’s Articles of Association were last amended in 2009 (the “Existing Articles”) and this resolution proposes to adopt a new set of Articles of Association (the “New Articles”), which will take effect from the conclusion of the AGM. A summary of the principal changes being proposed in the New Articles are summarised in the Appendix to this Notice of AGM. Other changes, which are deemed to be of a minor, non-substantive, technical or clarificatory nature, have not been noted in the Appendix. A copy of the Company’s Existing Articles, a copy of the New Articles and a copy marked up to show the proposed changes will be available for inspection at the AGM as set out on page 7 of this Notice of AGM.

Resolutions 3 – 9 Directors’ re-election

In accordance with the QCA Corporate Governance Code 2023, and as allowed under the Company’s New Articles, all Directors are retiring and seeking re-election.

Resolution 10 – approval of the Directors’ Remuneration Report

Although not required by company law to do so, the Company has prepared a Directors’ Remuneration Report for the financial year ended 31 March 2024 and now invites shareholders to approve it. The Directors’ Remuneration Report is set out on pages 87 to 93 of the 2024 Annual Report. The vote on this resolution is advisory only and the Directors’ entitlement to remuneration is not conditional on it being passed.

Resolution 11 – auditor’s appointment

Section 489 of the CA 2006 requires that the auditor be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. This resolution seeks shareholder approval for the appointment of PricewaterhouseCoopers LLP as the Company’s auditor.

The Audit Committee keeps under review the independence and objectivity of the external auditor, further information on which can be found in the Annual Report and Accounts.

Resolution 12 – auditor’s remuneration

This resolution gives the Directors the authority to determine the remuneration of the auditor for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditor for the next financial year will be disclosed in the next audited accounts of the Company.

Resolution 13 – authority to allot shares

The CA 2006 provides that the Directors may only allot shares if authorised by the shareholders to do so. Resolution 13 will, if passed, authorise the Directors to allot the Company's shares up to a maximum nominal amount of 3,275,995.68 which represents an amount which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at the close of business on 11 July 2024, the latest practicable date prior to the publication of the notice. As at that date, the Company did not hold any treasury shares.

As provided in paragraph (a) of the resolution, up to half of this authority (equal to one-third of the issued share capital of the Company) will enable Directors to allot and issue new shares in whatever manner they see fit (subject to any other applicable restrictions). Paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third) may only be used in connection with a rights issue in favour of ordinary shareholders. As paragraph (a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph (b) so as to enable the whole two-thirds authority to be used in connection with a rights issue. This is in accordance with guidance issued by the Association of British Insurers in December 2008.

The authority will expire 15 months after the date of the passing of this resolution, or if earlier, at the conclusion of the next Annual General Meeting of the Company.

Passing Resolution 13 will ensure that the Directors continue to have the flexibility to act in the best interests of the shareholders, when opportunities arise, by issuing new shares.

Resolution 14 – disapplication of statutory pre-emption rights

The CA 2006 requires that, if the Company issues new shares for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. It is proposed that the Directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) up to an aggregate nominal amount of 491,399.35 (up to 9,827,987 new ordinary shares of 5p each representing approximately 10% of the Company's issued share capital as at the close of business on 11 July 2024, being the latest practicable date prior to the publication of the notice) without offering them to shareholders first, and to modify statutory pre-emption rights to deal with legal, regulatory or practical problems that may arise on a rights or other pre-emptive offer or issue. If passed, this authority will expire at the same time as the authority to allot shares given pursuant to Resolution 13.

Resolution 15 – purchase of own shares by the Company

If passed, this resolution will grant the Company authority for a period of up to 15 months after the date of passing of the resolution to buy its own shares in the market. The resolution limits the number of shares that may be purchased under this authority to 9,827,987 ordinary shares, being 10% of the Company's issued share capital as at 11 July 2024, the latest practicable date prior to the publication of the notice. The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of 5p per ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 105% over the average of the previous five days' middle market prices; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

Notes to the Notice of Annual General Meeting (“AGM”) continued

1. A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to vote at the AGM. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company.
2. You can vote either:
 - by logging on to **www.signalshares.com** and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, Link Group, on tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 - 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**.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group, PSX1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 11 a.m. on 24 September 2024.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

3. To appoint a proxy or proxies shareholders must complete: (a) their instruction online at **www.signalshares.com**; (b) a form of proxy, sign it and return it, together with the power of attorney or any other authority under which it is signed, or a notarially certified copy of such authority, to the Company's Registrar at Link Group, PSX1, Central Square, 29 Wellington Street, Leeds LS1 4DL; or (c) a CREST Proxy Instruction (see note 5 below), in each case so that it is received no later than 11 a.m. on 24 September 2024 (being 48 hours prior to the time allocated for the start of the meeting).
4. 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(s) of the meeting by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed any voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service 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 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 RA10 by 11 a.m. on 24 September 2024.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the 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 to the appointee through other means.

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 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 provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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.

5. 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. Your proxy must be lodged by 11 a.m. on 24 September 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.
6. 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 register of members in respect of the joint holding (the first-named being the most senior).
7. A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company. On a vote on a resolution on a show of hands, each authorised person has the same voting rights as the corporation would be entitled to. On a vote on a resolution on a poll, if more than one authorised person purports to exercise a power in respect of the same shares:
 - a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; or
 - b) if they do not purport to exercise the power in the same way as each other, the power is treated as not exercised.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders included in the register of members of the Company at the close of business on 24 September 2024 (or, if the meeting is adjourned, in the register of members at the close of business on the day which is two days before the day of any adjourned meeting), will be entitled to vote at the AGM in respect of the number of shares registered in their names at that time. 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.
9. Copies of: (i) the memorandum of association; (ii) the articles of association; and (iii) the Company Directors' service contracts and letters of appointment are available for inspection at the Company's registered office during normal business hours on any weekday (excluding public holidays) until the end of the AGM and will also be available for inspection at the place of the AGM for at least 15 minutes before and during the AGM.
10. In addition, in accordance with Section 311A of the Act, the Company shall make available the information referred to in that section on its website at **www.thedesigngroup.com**.
11. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.

Notice of AGM Appendix

Following a general review of the Existing Articles, this appendix sets out a summary of the principal changes proposed to be made to them.

1. Hybrid general meetings

The New Articles permit the Company, at the Directors' discretion, to hold 'hybrid' general meetings. If such a meeting was held, shareholders would have the option to attend and participate either in person (in a main location or in specified satellite locations as currently provided for by the Existing Articles) or virtually by electronic means.

The New Articles will not permit the Company to hold wholly virtual general meetings.

Certain consequential changes to facilitate this amendment have been made throughout the New Articles.

2. Untraced Shares

The New Articles amend the provisions of the Company's Existing Articles relating to shareholders who are considered untraced after a period of 12 years. The New Articles provide the Company greater flexibility when trying to trace shareholders. They replace the requirement to place notices in newspapers with a requirement for the Company to take reasonable steps to trace the shareholder and let them know that it intends to sell their shares. This can include engaging a professional asset reunification company or other tracing agency to search for shareholders who have not kept their details up-to-date on the share register. Shareholders whose shares are sold following this tracing process will be entered into the Company's books as a creditor for the net proceeds of the sale, although no trust shall be created in respect of the debt, no interest shall be payable in respect of it and the Company shall not be required to account for any monies earned on such net proceeds. The Company can also use these funds as the Board thinks fit.

3. Postponement

The New Articles allow the Board to postpone or move a general meeting or annual general meeting to another date, time and/or place and/or to change the electronic facility for the meeting. In the event of a postponement, notice of the date, time and place of the rearranged meeting (or places in the case of a satellite meeting) would, if practicable, also be placed on the Company's website and notified by way of an announcement to a Regulatory Information Service. If a meeting is rearranged this way, the appointment of a proxy will be valid if it is received not less than 48 hours before the time appointed for holding the rearranged meeting.

4. Borrowing powers

The Company's Existing Articles included a cap on how much the Company could borrow. This cap has been removed, as it is not a requirement for the Company to have a cap in place. The Board remains committed to the Company's indebtedness remaining at prudent and appropriate levels, and the proposed amendment to the Existing Articles will not materially change the Company's borrowing policies.

5. Retirement by rotation of directors

The Company's Existing Articles stated that at every annual general meeting, one third of the directors would retire. The New Articles have updated this provision to provide that at least one third of the directors will retire at every annual general meeting to allow greater flexibility.

6. Generally

Generally, the opportunity has been taken to update the language in the New Articles wherever appropriate and to remove or update any obsolete provisions.

IG Design Group plc

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