



Notice of Extraordinary 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

4 February 2026

11am at Howard House, Howard Way Interchange Park, Newport Pagnell, MK16 9PX, UK

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 welcome shareholders in person to our Extraordinary General Meeting dated 4 February 2026 ("**EGM**") 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 EGM, in accordance with the instructions set out in the notes to the Notice of EGM, 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 EGM in person.

Notice of Extraordinary General Meeting of IG Design Group plc

Company number 01401155

Notice is hereby given that the extraordinary general meeting of IG Design Group PLC (the “**Company**”) will be held at Howard House, Howard Way, Interchange Park, Newport Pagnell, England, MK16 9PX on 4 February 2026 at 11am to consider and pass the following resolutions which will be proposed as special resolutions:

1. THAT the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chair be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company’s existing articles of association.
2. THAT (subject to the passing of resolution 1):
 - a) the directors are authorised:
 - (i) to capitalise the sum of £14,898,745.34 standing to the credit of the Company’s merger reserve together with a credit of £1,627,000 in respect of its share based payment reserve;
 - (ii) to apply this capitalised sum in fully paying up at par such number of deferred shares as is equal to the number of ordinary shares in the capital of the Company in issue as at the date of this notice, (the “**Deferred 2026 Shares**”, each a “**Deferred 2026 Share**”);
 - (iii) such Deferred 2026 Shares having a nominal value equal to the sum that is obtained by dividing the number of Deferred 2026 Shares to be issued as set out above into £16,525,745.34, as shall be required to effect such capitalisation;
 - (iv) to allot and issue the Deferred 2026 Shares credited as fully paid up, at 6pm on the day before the date of the final hearing of the Company’s application to cancel the Deferred 2026 Shares; and
 - b) the Deferred 2026 Shares created and issued pursuant to paragraph (a) above shall have the following rights and restrictions:
 - (i) the holders of Deferred 2026 Shares shall have no right to receive any dividend or other distribution whether of capital or income;
 - (ii) the holders of Deferred 2026 Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
 - (iii) the holders of Deferred 2026 Shares shall on a return of capital on a liquidation, but not otherwise, be entitled to receive the nominal value of each Deferred 2026 Share but only after the holder of each existing share shall have first received the amount of £100,000,000 per ordinary share, and the holders of Deferred 2026 Shares shall not be entitled to any further participation in the assets or profits of the Company;
 - (iv) a reduction by the Company of the capital paid up or credited as paid up on the Deferred 2026 Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the Deferred 2026 Shares and will not involve a variation of such rights for any purpose. The Company will be authorised at any time without obtaining the consent of the holders of Deferred 2026 Shares to reduce its capital (in accordance with the Act) without making any payment to any holder of Deferred 2026 Deferred Shares upon any such cancellation; and
 - c) the Company shall have irrevocable authority at any time after the creation or issue of the Deferred 2026 Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof and/or an agreement to transfer the same without making any payment to the holders thereof to such person or persons as the Company may determine and, in accordance with the provisions of the Act, to purchase or cancel such shares without making any payment to or obtaining the sanction of the holders thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided also that the Company may in accordance with the provisions of the Act purchase all but not some only of the Deferred 2026 Shares then in issue at a price not exceeding 1 pence for all the Deferred 2026 Shares; and
 - d) the directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot the Deferred 2026 Shares and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £16,525,745.34 for a period expiring on 30 June 2026.

3. THAT subject to and conditional to the passing of resolution 2 above and following the allotment and issue of the Deferred 2026 Shares, that:
- a) the Company's share capital be reduced by cancelling and extinguishing all of the Deferred 2026 Shares; and
 - b) the share premium account and the capital redemption reserve of the Company be cancelled.

On behalf of the Board,



Rohan Cummings

Company Secretary
15 January 2026

Registered office:

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

Notes to the Notice of Extraordinary General Meeting (“EGM”)

Special Resolutions

Resolutions 1 – 3 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 – Adoption of new articles of association

Under resolution 1, the Company is proposing to adopt new articles of association in substitution for the existing articles of association. The principal changes introduced by the new articles of association are the introduction of deferred shares. The deferred shares would not have any voting or income rights and would rank *pari passu* with the holders of the existing ordinary shares in respect of a return on capital. The new class of shares provides flexibility for the Company to undertake a bonus issue of shares without impacting the existing ordinary shares, in terms of dilution of shareholding or income rights.

A copy of the Company’s existing articles of association and the proposed new articles of association marked to show all the changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company’s registered office from the date of this notice of meeting until the close of the meeting. The proposed new articles of association will also be available for inspection at the extraordinary general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

Resolution 2 – Bonus issue of Deferred Shares

As at 31 March 2025, the Company has a total merger reserve account standing to the credit of £32,399,420.91.

The Company intends to release the proportion of the merger reserve totalling £14,898,745.34 that relates to the UK and Dutch subsidiaries, £1,627,000 credit arising from a share based payment in retained earnings, reduce the share premium account and reduce the capital redemption reserve (the “**Capital Reduction**”) in order to create distributable reserves.

The merger reserve cannot be reduced directly in a reduction of capital (as a result of the technical requirements of the Companies Act 2006 (the “**Companies Act**”). Therefore, in order to release the merger reserve into distributable reserves, it is necessary first to convert such reserve together with retained earnings into share capital by issuing new deferred shares (the “**Deferred 2006 Shares**”) (the “**Capitalisation**”) and then cancelling those shares as part of the Capital Reduction.

The Deferred 2026 Shares are only intended to be in issue for a short period pending their cancellation, which is expected to be confirmed after they are issued following completion of the Capital Reduction. The Deferred 2026 Shares will have extremely limited rights. In particular, the Deferred 2026 Shares will carry no rights to vote, no rights to participate in the profits of the Company and no rights to participate in the Company’s assets, save on a winding-up (and then only after £100,000,000 in capital has been returned on each ordinary share in issue). The Deferred 2026 Shares will not be transferable. The Deferred 2026 Shares will have no market value due to their limited rights and the Company expects that the Deferred 2026 Shares will be cancelled shortly after the Bonus Issue. The Deferred 2026 Shares will not be admitted to listing or to trading on any market.

If passed the authority to allot the Deferred 2026 Shares will expire on 30 June 2026.

Resolution 3 – Capital Reduction

The Company proposes to carry out the Capital Reduction as follows:

- cancelling the new Deferred Shares 2026 created within resolution 2;
- reduce the Company's share premium account by £172,382,753.97; and
- reduce the Company's capital redemption reserve by £1,340,775.

Under the Companies Act, a company may, with a special resolution passed by its shareholders and confirmation of the High Court of Justice in England and Wales (the "**Court**"), reduce or cancel its share capital, share premium account and capital redemption reserve.

The Board has undertaken a thorough and extensive review of the Company's liabilities (including contingent liabilities) and considers that the Company will be able to satisfy the Court that there is no real likelihood that any creditor of the Company would be prejudiced by the Capital Reduction.

It is anticipated that the initial directions hearing in relation to the Capital Reduction will take place on 11 February 2026, with the final Court hearing taking place on 3 March 2026 and the Capital Reduction becoming effective in the following days, following the necessary registration of the Court order at Companies House.

There will be no change in the number of ordinary shares in issue being in the capital of the Company (or their nominal value) following the implementation of the Capital Reduction and no new share certificates will be issued as a result of the Capital Reduction or the issue of the Deferred 2026 Shares. The Capital Reduction itself will not involve any distribution or repayment of capital, share premium or capital redemption reserve by the Company and will not reduce the underlying net assets of the Company.

Shareholders should note that if, for any reason, the Court declines to approve the Capital Reduction, the Capital Reduction will not take place. The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the Court in the event that the Board considers that the terms on which the Capital Reduction would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or the shareholders as a whole.

Notes to the Notice of Extraordinary General Meeting (“EGM”)

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 EGM. 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 Signal Shares at **www.signalshares.com** and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets, via email on **shareholderenquiries@cm.mpms.mufg.com** or 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. Lines 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 Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to **www.proximity.io**.

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 MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 11am on 2 February 2026.

Unless otherwise indicated on the Form of Proxy, CREST, Proximity 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, 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 MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL; (c) a CREST Proxy Instruction (see note 5 below), in each case so that it is received no later than 11am on 2 February 2026 (being 48 hours prior to the time allocated for the start of the meeting); or (d) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM 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 11am on 2 February 2026.

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 11am on 2 February 2026 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 2 February 2026 (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 EGM 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 EGM.
9. Copies of: (i) the memorandum of association and (ii) the articles of association 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 EGM and will also be available for inspection at the place of the EGM for at least 15 minutes before and during the EGM.
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.



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