

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or transfer or have sold or transferred all of your Ordinary Shares, you should send this document, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document is a circular relating to (i) the proposed cancellation of admission of the Ordinary Shares to the Equity Shares (Commercial Companies) category of the Official List and to trading on the London Stock Exchange's main market for listed securities, prepared in accordance with Chapter 10 of the UK Listing Rules and (ii) the proposed admission of the Ordinary Shares to trading on the London Stock Exchange's AIM market via the AIM Designated Markets Route. This document can also be obtained free of charge on request from the Company's Registrars, MUFGB Corporate Markets by emailing shareholderenquiries@cm.mpms.mufg.com or by calling on 0371 664 0391. Alternatively from the Company's website at <https://www.creightonsplc.com/investors>.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

CREIGHTONS PLC

(a public limited company incorporated in England and Wales with registered number 01227964)

PROPOSED CANCELLATION OF ADMISSION TO THE EQUITY SHARES (COMMERCIAL COMPANIES) CATEGORY OF THE OFFICIAL LIST AND TO TRADING ON THE MAIN MARKET FOR LISTED SECURITIES OF THE LONDON STOCK EXCHANGE

and

PROPOSED ADMISSION OF THE ORDINARY SHARES TO TRADING ON AIM

and

NOTICE OF GENERAL MEETING

Nominated Adviser

Zeus Capital Limited

Broker

Zeus Capital Limited

You should carefully read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company in Part I of this document. This letter explains the background to, and reasons for, the proposed AIM Admission and delisting from the Official List and should be considered by Shareholders when deciding what action to take in relation to the Resolution to be proposed at the General Meeting and which contains the Directors' unanimous recommendation that you vote in favour of the Resolution.

A Notice of General Meeting of the Company, to be held at 7.00 a.m. on 3 March 2025 at the offices of the Company at 1210 Lincoln Road, Werrington, Peterborough, Cambridgeshire, PE4 6ND is set out at the end of this document. Whether or not you intend to attend the General Meeting in person, you are requested to complete and submit a proxy appointment in accordance with the notes to the Notice of General Meeting.

You will not have received a hard copy Form of Proxy for use at the General Meeting. You may request a hard copy Form of Proxy directly from the Registrars, MUFG Corporate Markets (please refer to the notes set out below).

Alternatively, shareholders can vote electronically at www.signalshares.com. If you have not previously registered to use the Signal Shares, you will require your investor code (IVC), which can be found on your share certificate/dividend notification.

CREST members may use the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of General Meeting. If a Shareholder is an institutional investor, they may 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. All proxies should be received as soon as possible and, in any event, by no later than 7.00 a.m. on 27 February 2025 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Further details of the proxy appointment methods are set out in the Notice of General Meeting at the end of this document.

Completion and return of a Form of Proxy, the giving of a CREST Proxy Instruction, appointing a proxy via Proxymity or the completion of a proxy form online will not preclude Shareholders from attending and voting in person at the General Meeting, or any adjournment thereof, (in each case, in substitution for their proxy vote) if they wish to do so and are so entitled, subject to any legislation in force temporarily limiting such rights.

If you have any questions about this document or wish to obtain another copy of it, please email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com or call the Registrar's Shareholder Helpline on +44(0) 371 664 0391. The Shareholder Helpline will be open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls to the Shareholder Helpline from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, the Shareholder Helpline will only be able to provide information contained in this document and information relating to the Company's register of members and will be unable to give advice on the merits of the Delisting, AIM Admission or the Resolution or provide legal, financial, tax or investment advice.

The Ordinary Shares are currently listed on the Equity Shares (Commercial Companies) category of the Official List and traded on the main market for listed securities of London Stock Exchange. Subject to, amongst other things, the passing of the Resolution at the General Meeting, it is proposed that the listing of the Company's Ordinary Shares on the Official List and trading on the London Stock Exchange's main market for listed securities be cancelled ("Delisting") and an application be made for the Ordinary Shares to be admitted to trading on AIM ("AIM Admission"). It is expected that AIM Admission will become effective and that dealings of the Ordinary Shares will commence on AIM at 8.00 a.m. on 31 March 2025 and will occur simultaneously with the Delisting becoming effective.

Zeus, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for the Company and no one else in connection with the Delisting and AIM Admission and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Zeus, nor for providing advice in relation to the Delisting and AIM Admission or any other matters referred to in this document. Neither Zeus nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Zeus in connection with this document, any statement contained in this document, the Delisting or AIM Admission or otherwise. No representation or warranty, express or implied, is made by Zeus as to the contents of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Zeus by FSMA or the regulatory regime established thereunder, none of Zeus or any of their affiliates (nor their respective directors, officers, employees or agents) accepts any responsibility whatsoever or make any representation or warranty, express or implied, to any person in respect of any acts or omissions of the Company in relation to the Delisting and AIM Admission for the contents of this document including its accuracy, completeness or verification or for any other statement made or purported to be made by or on behalf of it, the Company or the Directors in connection with the Company, the Ordinary Shares, the Delisting or AIM Admission and other matters

referred to in this document and nothing in this document is or shall be read as a promise or representation in this respect whether as to the past or future. Zeus accordingly disclaims all and any liability whatsoever whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of any acts or omissions of the Company in relation to the Delisting, the AIM Admission or this document or any such statement.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been authorised by the Company. Subject to FSMA, the UK Listing Rules and the Disclosure Guidance and Transparency Rules, the delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct as at any time after this date. Without limitation, the contents of the Company's website, or any links accessible through the Company's website, do not form part of this document.

The contents of this document are not to be construed as legal, business or tax advice. Each Shareholder should consult his, her or its own legal adviser, financial adviser or tax adviser.

Capitalised terms have the meanings ascribed to them in the "Definitions" section of this document.

The date of this document is 6 February 2025.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS	5
IMPORTANT INFORMATION	6
DEFINITIONS	7
DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE, AND ADVISERS	10
PART I: LETTER FROM THE CHAIRMAN	11
PART II: INFORMATION ON DELISTING AND AIM ADMISSION	18
NOTICE OF GENERAL MEETING	21

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>2025</i>
Publication of this document	6 February
Latest time and date for receipt of completed Forms of Proxy	7.00 a.m. on 27 February
Record time and date for entitlement to vote at the General Meeting	6.30 p.m. on 27 February
Publication of Schedule One Announcement*	28 February
Time and date of General Meeting	7.00 a.m. on 3 March
Last day of dealings in the Ordinary Shares on the Main Market	28 March
Cancellation of the listing of the Ordinary Shares from the Official List becomes effective	8.00 a.m. on 31 March
Admission of, and commencement of dealings in, the Ordinary Shares on AIM	8.00 a.m. on 31 March

Notes:

* This is the regulatory announcement which the Company is required to release under the AIM Rules for Companies before its Ordinary Shares are admitted to trading on AIM.

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by way of an announcement on a Regulatory Information Service. References in this document to time are to London time, unless specified otherwise.

Shareholders may not use any electronic address provided in this document or any related documents to communicate with the Company for any purpose other than those expressly stated.

The ISIN code for the Ordinary Shares will remain GB0002341666.

IMPORTANT INFORMATION

Forward-looking statements

This document contains forward-looking statements which are based on the current beliefs, expectations and assumptions of the Directors and other members of senior management about the Company's business. All statements other than statements of historical fact included in this document may be forward-looking statements. Generally, words such as "will", "may", "should", "could", "estimates", "continue", "believes", "expects", "aims", "targets", "projects", "intends", "anticipates", "plans", "prepares", "seeks" or, in each case, their negative or other variations or similar or comparable expressions identify forward-looking statements.

These forward-looking statements are not guarantees of future performance, and there can be no assurance that the expectations reflected in such forward-looking statements will prove to be or to have been correct. Rather, they are based on the current beliefs, expectations and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Company and the Directors and senior management and are difficult to predict, that may cause actual results, performance, plans, objectives, achievements or events to differ materially from those express or implied in such forward-looking statements. Undue reliance should, therefore, not be placed on such forward-looking statements.

New factors will emerge in the future, and it is not possible to predict which factors they will be. In addition, the impact of each factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those described in any forward-looking statement or statements cannot be assessed, and no assurance can therefore be provided that assumptions will prove correct or that expectations and beliefs will be achieved.

Any forward-looking statement contained in this document based on past or current trends and/or activities of the Company should not be taken as a representation that such trends or activities will continue in the future. No statement in this document is intended to be a profit forecast or to imply that the earnings of the Company for the current year or future years will match or exceed historical or published earnings of the Company.

Each forward-looking statement speaks only as at the date of this document and is not intended to give any assurance as to future results. The Company and/or its Directors expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document as a result of new information, future events or other information, except to the extent required by the UK Listing Rules, the Disclosure Guidance and Transparency Rules, the Prospectus Regulation Rules, the rules of the London Stock Exchange or by applicable law.

DEFINITIONS

The definitions set out below apply throughout this document unless the context requires otherwise.

“AIM”	AIM, a market operated by the London Stock Exchange;
“AIM Admission”	the admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM Rules”	the “AIM Rules for Companies”, published by the London Stock Exchange from time to time;
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of directors of the Company from time to time;
“Business Day”	any day on which banks are generally open in London for the transaction of business other than a Saturday or Sunday or public holiday;
“certified” or “in certified form”	a share or other security which is not in uncertificated form (that is, not in CREST);
“Companies Act”	the Companies Act 2006, as amended, modified or re-enacted from time to time;
“Creightons” or “Company”	Creightons plc, a company incorporated in England and Wales with registered number 01227964, whose registered office is at 1210 Lincoln Road, Werrington, Peterborough, Cambridgeshire, PE4 6ND;
“CREST Manual”	the CREST Manual published by Euroclear, as amended from time to time;
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (including as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal Act) 2018), as amended, modified or re-enacted from time to time;
“Delisting”	the proposed cancellation of the listing of the Ordinary Shares to the Equity Shares (Commercial Companies) category of the Official List and from trading on the Main Market;
“Directors”	the directors of the Company at the date of this document, whose names appear on page 10 and “Director” means any one of them;
“Disclosure Guidance and Transparency Rules”	the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA (as set out in the FCA Handbook), as amended, modified or re-enacted from time to time;
“Euroclear”	Euroclear UK & International Limited, a company incorporated in England and Wales with registered number 02878738, whose registered office is at 33 Cannon Street, London EC4M 5SB;

“FCA” or “Financial Conduct Authority”	the Financial Conduct Authority of the United Kingdom or any successor body or bodies carrying out the functions currently carried out by the Financial Conduct Authority;
“Form of Proxy”	the hard copy form of proxy for use at the General Meeting which may be requested;
“FSMA”	the Financial Services and Markets Act 2000, as amended, modified or re-enacted from time to time;
“General Meeting”	the general meeting of the Company to be convened pursuant to the Notice of General Meeting;
“Group”	the Company and its subsidiaries and subsidiary undertakings;
“Interim Results”	the unaudited consolidated results of the Company for the six month period to 30 September 2024;
“London Stock Exchange”	London Stock Exchange plc, a company incorporated in England and Wales with registered number 02075721, whose registered office is at 10 Paternoster Square, London EC4M 7LS or its successor(s);
“Main Market”	the London Stock Exchange’s main market for listed securities;
“Notice of General Meeting”	the notice convening the General Meeting as set out in this document;
“Official List”	the list maintained by the FCA in accordance with section 74(1) of FSMA for the purposes of Part VI of FSMA;
“Ordinary Shares”	ordinary shares of one penny each in the capital of the Company;
“pounds” or “£” or “pound sterling”	the lawful currency of the United Kingdom;
“Proposed Director”	Jemima Bird, who shall be appointed to the Board on 31 March 2025;
“Prospectus Regulation Rules”	the Prospectus Regulation Rules of the FCA made under section 73A of FSMA, as amended from time to time;
“QCA Corporate Governance Code”	the Corporate Governance Code published by the Quoted Companies Alliance;
“Registrar” or “MUFG Corporate Markets”	MUFG Corporate Markets (UK) Limited, a company incorporated in England and Wales with registered number 02605568, whose registered office is at Central Square, 29 Wellington Street, Leeds, LS1 4DL;
“Regulatory Information Service”	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information from listed companies;
“Resolution”	the special resolution to be proposed at the General Meeting to approve the Delisting and AIM Admission as set out in the Notice of General Meeting;

“Schedule One Announcement”	the announcement to be issued by the Company subject to the passing of the Resolution which complies with the requirements of Schedule One to the AIM Rules comprising information required to be disclosed by companies transferring their securities from the Official List to AIM via the AIM Designated Market route, including the appendix to such announcement;
“Shareholder(s)”	holder(s) of Ordinary Shares;
“UK Corporate Governance Code”	The UK Corporate Governance Code published by the Financial Reporting Council;
“uncertificated” or “in uncertificated form”	a share or other security recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which by virtue of the CREST Regulations may be transferred by means of CREST;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“UK Listing Rules”	the listing rules made under Part VI of FSMA (as set out in the FCA Handbook), as amended, modified or re-enacted from time to time; and
“Zeus”	Zeus Capital Limited.

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	Paul Forster (<i>Non-Executive Chairman</i>) Philippa (<u>Pippa</u>) Beatrice Euphemia Clark (<i>Chief Executive Officer</i>) Martin Stevens (<i>Deputy Group Managing Director</i>) William (<u>Bill</u>) Torrance Glencross (<i>Non-Executive Director</i>) Nicholas (<u>Nick</u>) Desmond John O'Shea (<i>Non-Executive Director</i>) Brian Samuel Geary (<i>Non-Executive Director</i>) Paul Richard Watts (<i>Independent Non-Executive Director</i>)
Proposed Director	Jemima Chloe Bird (<i>Proposed Independent Non-Executive Director</i>)
Company Secretary	One Advisory Limited 201 Temple Chambers 3-7 Temple Avenue London EC4Y 0DT
Registered Office	Creightons plc 1210 Lincoln Road Werrington, Peterborough Cambridgeshire PE4 6ND
Nominated Adviser and Broker	Zeus Capital Limited 125 Old Broad Street London EC2N 1AR
Solicitors to the Company	Marriott Harrison LLP 80 Cheapside London EC2V 6EE
Registrar	MUFG Corporate Markets (UK) Limited Central Square 29 Wellington Street Leeds LS1 4DL

PART I

(a public limited company incorporated in England and Wales with registered number 01227964)

Directors

Paul Forster (*Non-Executive Chairman*)
Philippa Clark (*Chief Executive Officer*)
Martin Stevens (*Deputy Group Managing Director*)
William Glencross (*Non-Executive Director*)
Nicholas O'Shea (*Non-Executive Director*)
Brian Geary (*Non-Executive Director*)
Paul Watts (*Independent Non-Executive Director*)

Registered Office

Creightons plc
1210 Lincoln Road
Werrington
Peterborough
Cambridgeshire
PE4 6ND

6 February 2025

To the holders of Ordinary Shares and persons with information rights

Dear Shareholder

1. INTRODUCTION

The Company announced on 6 February 2025 proposals to apply for the admission of its issued and to be issued Ordinary Shares to trading on AIM under AIM's streamlined admission process for companies that have had their securities traded on the Official List, known as the "AIM Designated Market" route, and the Company's intention to apply to cancel the admission of the Ordinary Shares to listing on the Equity Shares (Commercial Companies) category of the Official List and to trading on the London Stock Exchange's main market for listed securities, such as Delisting and AIM Admission to take effect simultaneously.

The reason that the Company made the announcement is because the Directors believe that AIM provides a regulatory regime which is more appropriate to the Company's current size and structure. Subject to, amongst other things, the Resolution being passed at the General Meeting, it is anticipated that the effective date of the Delisting and AIM Admission will be 8.00 a.m. on 31 March 2025, and that the Ordinary Shares will be admitted to trading on AIM at 8.00 a.m. on 31 March 2025. Zeus is acting as financial adviser in connection with the Delisting and as nominated adviser in connection with the AIM Admission.

As the Ordinary Shares have been listed on the Equity Shares (Commercial Companies) category of the Official List for more than 18 months, the Company is not required to publish an admission document in connection with the AIM Admission. However, the Company will, subject to, amongst other things, the passing of the Resolution, publish an announcement which complies with the requirements of Schedule One to the AIM Rules comprising information required to be disclosed by companies transferring their securities from the Official List to AIM via the AIM Designated Market route.

The UK Listing Rules require that where a company does not have a 'controlling shareholder' (as such term is defined in the UK Listing Rules), which is applicable in the Company's case, and it wishes to cancel its listing on the Official List then it must seek the approval of not less than 75 per cent. of its shareholders in a general meeting voting in person or by proxy. Accordingly, a special resolution is being proposed at the General Meeting to authorise the Board to cancel the listing of the Ordinary Shares on the Official List and to remove such Ordinary Shares from trading on the Main Market and to apply for admission of the Ordinary Shares to trading on AIM. The General Meeting is to be held at the offices of the Company at 1210 Lincoln Road, Werrington, Peterborough, Cambridgeshire, PE4 6ND at 7.00 a.m. on 3 March 2025 for the purpose of seeking such approval. The Notice of General Meeting, at which the Resolution will be proposed, is set out at the end of this document. The Resolution in connection with the Delisting and the AIM Admission, being a special resolution, must be passed by a majority of not less than 75 per cent. of votes cast by the Shareholders who vote at the General Meeting.

The General Meeting is being convened for an unusually early time of 7.00 a.m. on 3 March 2025, because the Company must hold the General Meeting then to ensure that the Delisting and AIM Admission occurs within the Company's financial year ending 31 March 2025. The Directors believe this to be in the best interest of Shareholders, as successful AIM Admission before the year end, will reduce both audit costs and regulatory burden for another financial year.

The purpose of this document is to (i) give you further details on the Delisting and AIM Admission, including the background to and reasons for the Resolution; (ii) explain why the Board considers the Delisting and AIM Admission to be in the best interests of the Company and Shareholders as a whole; and (iii) convene the General Meeting to obtain Shareholder approval for the Resolution. If the Resolution is passed at the General Meeting on 3 March 2025, the Delisting and AIM Admission are expected to take place at 8.00 a.m. on 31 March 2025.

Shareholders should read the whole of this document and not only rely on the information set out in this Part I. Your attention is drawn to the guidance contained on the front of this document if you are in any doubt as to its contents.

2. BACKGROUND TO AND REASONS FOR THE DELISTING AND AIM ADMISSION

The Company was quoted on the Unlisted Securities Market in 1986 and subsequently transferred to the Main Market of the London Stock Exchange in 1994. The Directors have carefully considered whether the continued admission of its Ordinary Shares to listing on the Equity Shares (Commercial Companies) category of the Official List and to trading of its Ordinary Shares on the Main Market is in the best interests of Shareholders. The Directors have concluded that AIM is a more appropriate market for Creightons for the following reasons:

- a move to AIM is expected to deliver a significant cost saving, both financially and in management time. On AIM, Creightons would no longer be classified a “Public Interest Entity” and the Company could look to a broader range of firms to undertake the audit, resulting in expected cost savings. In addition, the move is likely to result in less stringent regulation and corporate governance regime, allowing management more time to focus on the Company’s objectives and key performance indicators. There are no practical disadvantages which the Board has identified, and the Directors are optimistic that the expected savings should increase value for Shareholders;
- the cost and regulatory requirements of the Main Market have become progressively higher in recent years and are now disproportionately burdensome for a business the size of Creightons, and the Directors do not feel there is sufficient benefit to the Company remaining on the Main Market. For example, given the size of its market capitalisation, the Company does not benefit from its Ordinary Shares being included in index tracker funds, nor does the Company expect to benefit from such inclusion of its Ordinary Shares in the near future;
- AIM, which is operated and regulated by the London Stock Exchange, has an established reputation with investors and analysts and is an internationally recognised market. It was launched in 1995 as the London Stock Exchange’s market specifically designed for smaller companies, with a more flexible regulatory regime. For smaller companies, such as Creightons, AIM provides a more suitable market and environment that should simplify the ongoing administrative and regulatory requirements of the Company;
- whilst the Directors have no plans to undertake corporate transactions in the immediate future, in the event that such transactions are undertaken, AIM currently offers greater flexibility, enabling the Company to agree and execute certain transactions, such as fundraisings, acquisitions and disposals, more quickly and cost effectively than a company on the Official List;
- companies whose shares trade on AIM are deemed to be unlisted for the purposes of certain areas of UK taxation, including possibly being eligible for relief from inheritance tax. Furthermore, stamp duty is not payable on the transfer of shares that are traded on AIM and not listed on any other market;
- in addition to existing institutional investors, given the possible tax benefits, admission to trading on AIM could make the Company’s shares more attractive to AIM specific funds, such as funds investing in AIM companies that qualify for IHT Business Property Relief; and
- given the possible tax benefits mentioned above, the Board believes that the Ordinary Shares may also appeal to certain retail investors where, since 2013, shares traded on AIM can also be held in Individual Saving Accounts (ISAs).

Accordingly, the Board considers that AIM is a more appropriate market for the Company and if the Resolution is passed by Shareholders, the Company will apply for the cancellation of its listing from the Equity Shares (Commercial Companies) category and trading of its Ordinary Shares on the Main Market at 8.00 a.m. on 31 March 2025.

Further details of the consequences of the Delisting and AIM Admission are set out in Part II 'Information on Delisting and AIM Admission' of this document.

Shareholders should note that following the Delisting becoming effective:

- the regulatory regime which applies solely to companies, such as the Company, with shares admitted to the Equity Shares (Commercial Companies) of the Official List and to trading on the Main Market for listed securities will no longer apply, including the requirement for shareholder approval under the UK Listing Rules to approve transactions above a certain size not in the ordinary course of business. Further details regarding certain aspects of the regulatory regime that would no longer apply to such transactions are provided in Part II (Information on Delisting and AIM Admission) of this document; and
- the Delisting may have implications for Shareholders holding Ordinary Shares in a Self-Invested Personal Pension ("SIPP"). For example, shares in unlisted companies (which includes companies whose shares are admitted to trading on AIM) may not qualify for certain SIPPs under the terms of that SIPP. If in any doubt, Shareholders should consult with their SIPP provider immediately. Following AIM Admission, the Company will be categorised for these purposes as unlisted.

3. INFORMATION ON CREIGHTONS

Creightons is an award winning British company, established in 1975, focusing on the design, development and manufacture of products in the beauty and personal care industry, across a broad multi-category product offering. The Group currently employs circa 380 people over two manufacturing sites in the UK, based in Peterborough and Tiverton.

The Company operates through three main business streams, as detailed below, utilising its brand management, product development and manufacturing capabilities which includes bath and body toiletries, skincare, hair care, fragrances, baby care and male grooming products.

- Private label*: focuses on high quality private label products for major high street retailers and grocery chains, with the majority of stock manufactured to agreed customer forecast. Creightons is an established UK supplier for private label products, which has been achieved over many years of strong product development, quality manufacturing and both consistency and speed of supply.
- Owned brands*: develops, markets, sells and distributes products which Group members have developed, and to which Group members own the rights. Sales are direct to retail and consumers in the UK and selected international markets, with all stock manufactured to internal forecasts. The current brand portfolio covers a number of categories including skincare, haircare, bath and body and well-being. Brands have been internally conceptualised and developed including Feather & Down and The Curl Company, in addition to three acquired brands; Balance Active Formula, Emma Hardie and TZone. Creightons considers the acquisition, development and investment in new brands in addition to developing its current brands to be key in adding value to the business, and will also consider the disposal of brands that the Directors consider are no longer part of the Company's core business.
- Contract manufacturing*: develops and manufactures products on behalf of third-party brand owners and are typically manufactured to order.

Each business stream is supported by commercial, product development and marketing teams. Creative, product management, planning, sourcing, finance and administration operations are central and based in Peterborough with manufacturing, sales, research and development and logistics operations based at both sites.

Creightons undertakes significant research and development to identify new brands, proprietary products and improved formulations to existing products that address expected market trends to maximise market share and deliver new growth opportunities. The Company invests additional time and resources in trend monitoring, consumer research, consumer testing, independent validation and claims substantiation, to ensure the business evolves in line with consumer demand and the competitive market environment in which it trades.

The Company continues to focus on increasing warehouse efficiencies, via improved space management and proactive stock management, targeted production machinery investments, IT and system improvements in addition to continual training and upskilling of key staff across all functions.

4. INTERIM RESULTS

On 28 November 2024, the Company announced its unaudited consolidated interim results for the six month period ended 30 September 2024 ("Interim Results"). The Interim Results announcement can be found on the Company's website at:

<https://creightonsplc.com/assets/reports/FINALINTERIMRESULTS.pdf>

In the Interim Results announcement, Philippa Clark, Chief Executive Officer, commented:

"During this period, we have achieved the objective of establishing a strong fundamentals focused strategy to secure the foundations with which to move forward and create a sustainable, stable, profitable, and growing business.

Key achievements have been made in private label sales growth, gross profit margin improvement, continued overhead and stock reduction compared to September 2023 and positive cash control on a year-on-year basis which is driving increased earnings per share for shareholders.

Whilst there is strong sales growth in private label, contract manufacturing continues to slow, and the market continues to be challenging for our brands. The strategy of pursuing a multi revenue stream model and a broad multi-category product offering continues to be a positive approach for the business. This structure enables it to successfully flex and adapt to meet both retailer and consumer demand.

The global personal care and beauty markets continue to be dominated by customers seeking value and trend driven products and brands. I believe we continue to be well placed with our Quality, Service and Innovation approach to realise growth opportunities. There remains additional market share to be realised in the UK market coupled with a brand portfolio that has international appeal, there are more market and channel opportunities on which we can build."

5. WORKING CAPITAL STATEMENT REQUIRED BY THE AIM RULES

Pursuant to the AIM Admission, the AIM Rules require a statement that the Directors have no reason to believe that the working capital available to the Company will be insufficient for at least twelve months from the date of the AIM Admission. This statement is required to be included in the Company's Schedule One Announcement.

The Company's cash at hand as at 31 December 2024 was £2.0 million. As at 31 December 2024 the Company carried out a review of its cash requirements for the next 12 months. Scenarios modelled included the removal of the Company's largest customer, reduction in gross profit margin and increases of 10 per cent. in total overheads. These sensitivities are considered by the Directors to be more extreme than the conditions prevailing during the last 12 months but demonstrate that even without management addressing current overhead levels or increasing prices to customers, the Company would not fully utilise available cash (and committed bank facilities) over the next 12 months.

The Directors have therefore formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future being at least twelve months from the date of this document.

6. DELISTING AND AIM ADMISSION

A summary of the key implications for Shareholders of the Company's proposed move to AIM is set out in Part II 'Information on Delisting and AIM Admission' of this document. In order to effect the move to AIM, the Company will require, amongst other things, Shareholder approval of the Resolution. The Resolution, which is set out in the Notice of General Meeting at the end of this document, will authorise the Board to cancel the listing of the Ordinary Shares on the Official List, remove such Ordinary Shares from trading on the Main Market and to apply for AIM Admission.

Conditional on the Resolution having been duly approved by Shareholders, the Company will apply to cancel the listing of the Ordinary Shares on the Official List and their admission to trading on the Main Market. The Company will also give 20 Business Days' notice to the London Stock Exchange of its intention to seek AIM Admission under AIM's streamlined admission process for companies that have had their securities traded on the Official List via the "AIM Designated Market" route.

As the Ordinary Shares have been listed on the Equity Shares (Commercial Companies) category of the Official List for more than 18 months, the Company is not required to publish an admission document in connection with AIM Admission. However, the Company will, subject to the passing of the Resolution, publish an announcement which complies with the requirements of Schedule One to the AIM Rules comprising information required to be disclosed by companies transferring their securities from the Official List to AIM via the AIM Designated Market route.

It is currently anticipated that, subject to, amongst other things, the passing of the Resolution:

- the last day of dealing in the Ordinary Shares on the Main Market will be 28 March 2025;
- cancellation of the listing of Ordinary Shares on the Official List will take effect at 8.00 a.m. on 31 March 2025, being not less than 20 Business Days from the date of the General Meeting; and
- AIM Admission will take place, and trading in the Ordinary Shares will commence on AIM, at 8.00 a.m. on 31 March 2025.

Following the Delisting and AIM Admission, Ordinary Shares that are held in uncertificated form will continue to be held and dealt through CREST. Share certificates representing those Ordinary Shares held in certificated form will continue to be valid and no new Ordinary Share certificates will be issued.

The UK Listing Rules require that where a company does not have a 'controlling shareholder' (as such term is defined in the UK Listing Rules), which is applicable in the Company's case, and it wishes to cancel its listing on the Official List then it must seek the approval of not less than 75 per cent. of its shareholders in a general meeting voting in person or by proxy. In accordance with the UK Listing Rules, the Resolution is subject to approval being obtained from not less than 75 per cent. of all Shareholders voting in person or by proxy. If the requisite percentage of Shareholders does not approve the Resolution, the Ordinary Shares will not be admitted to trading on AIM and will continue to be admitted to the Equity Shares (Commercial Companies) category of the Official List and to trading on the Main Market.

7. CORPORATE GOVERNANCE

Due to being admitted to the Equity Shares (Commercial Companies) category of the Official List, Creightons has been subject to the UK Corporate Governance Code published by the Financial Reporting Council. Compliance with the UK Corporate Governance Code is not mandatory for companies whose shares are admitted to trading on AIM.

AIM-quoted companies are required to state which corporate governance code they will follow from their admission to AIM, how they will comply with such code and to explain reasons for any non-compliance. The Directors acknowledge the importance of high standards of corporate governance and are committed to continuing to update policies and procedures to strive for best practices in governance affairs. The Directors have considered the corporate governance and procedures that would be appropriate for the Company following AIM Admission, taking into account the Company's size and structure and following AIM Admission. If AIM Admission occurs, the Company will, as a minimum, comply with the QCA Corporate Governance Code and, in addition, will retain such of the additional governance arrangements currently in place to meet its requirements to comply with the UK Corporate Governance Code, as the Board deems appropriate and commensurate with the Company's size and structure.

The Company, upon AIM Admission, will have an Audit and Risk Committee and a Remuneration Committee.

Audit and Risk Committee

On AIM Admission, the Audit Committee will comprise and be chaired by Paul Watts (Independent Non-Executive Director), with other members including Jemima Bird (Independent Non-Executive Director) and Bill Glencross (Non-Executive Director). The Audit and Risk Committee is expected to meet at least three times a year and otherwise as required. It has responsibility for ensuring that the financial performance of the Company is properly reported on and reviewed, and its role includes monitoring the integrity of the financial statements of the Company (including annual and interim accounts and results announcements), reviewing internal control and risk management systems, reviewing any changes to accounting policies, reviewing and monitoring the extent of the non-audit services undertaken by external auditors and advising on the appointment of external auditors. The Audit and Risk Committee will have unrestricted access to the Company's external auditors. The Audit and Risk Committee also has responsibility for ensuring that the

Company has in place the procedures, resources and controls to enable compliance with the AIM Rules for Companies and MAR.

Remuneration Committee

On AIM Admission, the Remuneration Committee will comprise and be chaired by Jemima Bird (Independent Non-Executive Director), with other members including Paul Watts (Independent Non-Executive Director) and Brian Geary (Non-Executive Director). It is expected to meet not less than twice a year and at such other times as required. The Remuneration Committee has responsibility for determining, within the agreed terms of reference, the Company's policy on the remuneration packages of the Company's chief executive, the chairman, the executive directors and other senior management. The Remuneration Committee also has responsibility for determining the total individual remuneration package of the chairman, each executive director, and other senior management (including bonuses, incentive payments and share options or other share awards), in each case within the terms of the Company's remuneration policy and in consultation with the chairman of the Board and/or the Chief Executive Officer. No Director or manager may be involved in any discussions as to their own remuneration.

8. GENERAL MEETING

The Delisting and AIM Admission is conditional on, amongst other things, the passing of the Resolution at the General Meeting.

A Notice of General Meeting of the Company, to be held at 7.00 a.m. on 3 March 2025 at the offices of the Company at 1210 Lincoln Road, Werrington, Peterborough, Cambridgeshire PE4 6ND, is set out at the end of this document.

The Resolution is proposed as a special resolution to authorise the Directors to cancel the admission of the Ordinary Shares to listing on the Equity Shares (Commercial Companies) category of the Official List and to trading on the Main Market for listed securities and to apply for the admission of the Ordinary Shares to trading on AIM, such cancellation and admission to take effect simultaneously. If the Resolution is passed, the Directors propose to make an application to the FCA for the Delisting to be effected and to apply to the London Stock Exchange for AIM Admission.

The Resolution will be decided on a poll, which is a method of voting which takes into account the number of shares by each voting Shareholder. The Board believes a poll is more representative of Shareholders' voting intentions because Shareholders' votes are counted according to the number of Ordinary Shares held and all votes tendered are taken into account. The results of any poll vote held at the General Meeting will be published on the Company's website and will be released via a Regulatory Information Service as soon as practicable following the closing of the General Meeting.

Shareholders are encouraged to take the recommended action before the General Meeting (as set out in paragraph 9 below), which includes appointing a proxy whether online, via a CREST Proxy Instruction, Proxymity or by requesting, completing and returning a hard copy Form of Proxy in accordance with the instructions set out in the Form of Proxy.

9. ACTION TO BE TAKEN

Whether or not you intend to attend the General Meeting in person, you are requested to complete and submit a proxy appointment in accordance with the notes to the Notice of General Meeting. You will not have received a hard copy Form of Proxy for use at the General Meeting. You may request a hard copy Form of Proxy directly from the Registrars, MUFG Corporate Markets (please refer to the notes set out below).

Alternatively, Shareholders can vote electronically at www.signalshares.com. You will require your username and password in order to log in and vote. If you have forgotten your password, you can request a reminder via the platform. If you have not previously registered to use Signal Share, you will require your investor code (IVC) which can be found on your share certificate/dividend notification or is available by emailing the Company's registrars, MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com or by calling on 0371 664 0391.

CREST members may use the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of General Meeting. If a Shareholder is an institutional investor, they may 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.

All proxies should be received as soon as possible and, in any event, by no later than 7.00 a.m. on 27 February 2025 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Further details of the proxy appointment methods are set out in the Notice of General Meeting at the end of this document.

Completion and return of a Form of Proxy, the giving of a CREST Proxy Instruction, appointing a proxy via Proxymity or the completion of a proxy form online will not preclude Shareholders from attending and voting in person at the General Meeting, or any adjournment thereof, (in each case, in substitution for their proxy vote) if they wish to do so and are so entitled, subject to any legislation in force temporarily limiting such rights.

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.

If you require a hard copy Form of Proxy or have any questions about this document, please email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com or call the Shareholder Helpline on 0371 664 0391 and +44 (0) 371 664 0391 (international). The Shareholder Helpline will be open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls to the Shareholder Helpline from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. For legal reasons, the Shareholder Helpline will only be able to provide information contained in this document and information relating to the Company's register of members and will be unable to give advice on the merits of the Delisting, AIM Admission or the Resolution or provide legal, financial, tax or investment advice.

10. OTHER INFORMATION

Zeus has given and not withdrawn its written consent to the publication of this document, and the inclusion of its name in the form and context in which it is included.

11. IRREVOCABLE UNDERTAKINGS

The Company has received irrevocable undertakings to vote in favour of the Resolution to be proposed at the General Meeting from those Directors who hold Ordinary Shares amounting, in aggregate, to 10,052,098 Ordinary Shares and representing approximately 14.7 per cent. of the Company's issued share capital as at the close of business on 5 February 2025 (being the latest practicable date prior to publication of this document).

12. RECOMMENDATION

The Board considers that the proposed cancellation of admission to the Equity Shares (Commercial Companies) category of the Official List and to trading on the Main Market for listed securities of the London Stock Exchange and proposed admission of the ordinary shares to trading on AIM are, in the Board's opinion, in the best interests of Shareholders as a whole for the reasons described above. Accordingly, the Board unanimously recommends that you vote in favour of the Resolution to be proposed at the General Meeting, as those Directors who hold Ordinary Shares have irrevocably undertaken to do in respect of their own individual beneficial holdings amounting, in aggregate to 10,052,098 Ordinary Shares and representing approximately 14.7 per cent. of the Company's issued share capital as at the close of business on 5 February 2025 (being the latest practicable date prior to publication of this document).

Yours faithfully,

Paul Forster

Non-Executive Chairman

For and on behalf of

Creightons plc

PART II

INFORMATION ON DELISTING AND AIM ADMISSION

1. IMPLICATIONS OF THE MOVE TO AIM

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. Shareholders should note that the protections afforded to investors in AIM companies are less rigorous than those afforded to investors in companies such as a company listed on the Equity Shares (Commercial Companies) category of the Official List. Under the AIM Rules, a Nominated Adviser and broker is required to be engaged by the Company at all times and a Nominated Adviser has ongoing responsibilities to both the Company and to the London Stock Exchange. Conditional on AIM Admission, the Company has appointed Zeus as its Nominated Adviser and Zeus as its broker.

Shareholders should further note that the share price of AIM companies can be more volatile than those on the Main Market, which may prevent Shareholders from being able to sell their Ordinary Shares at or above the price they paid for them. The market price and the realisable value for the Ordinary Shares could fluctuate significantly for various reasons, many of which are outside the Company's control. Further, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, will be maintained following AIM Admission.

AIM may not provide the liquidity normally associated with the Main Market or on some other stock exchanges. Accordingly, as a consequence of the Ordinary Shares trading on AIM, the Ordinary Shares may be more difficult to sell compared with the shares of companies listed on the Official List.

While there are a number of similarities between the obligations of a company whose shares are traded on AIM and those companies whose shares are listed on the Equity Shares (Commercial Companies) category of the Official List, there are some exceptions, for example:

- there is no requirement under the AIM Rules for a prospectus or an admission document to be published for further issues of securities to institutional investors on AIM, except when seeking admission for a new class of securities or as otherwise required by law;
- unlike the UK Listing Rules, the AIM Rules do not specify any required structures or discount limits in relation to further issues of securities;
- there are no prescribed content requirements for shareholder circulars or a requirement for such circulars to be reviewed and approved by the FCA under the AIM Rules;
- compliance with the UK Corporate Governance Code is not mandatory for companies whose shares are admitted to trading to AIM. If AIM Admission occurs, the Company will, as a minimum, comply with the QCA Corporate Governance Code and, in addition, will retain such of the additional governance arrangements currently in place to meet its requirements to comply with the UK Corporate Governance Code, as it deems appropriate and commensurate with its size and structure;
- institutional investor guidelines (such as those issued by the Investment Association, the Pensions and Lifetime Savings Association and the Pre-Emption Group), which provide guidance on issues such as executive compensation and share-based remuneration, corporate governance, share capital management and the issue and allotment of shares on a pre-emptive or non-pre-emptive basis, do not directly apply to companies whose shares are admitted to trading on AIM and therefore the Company would benefit from potentially greater flexibility in terms of the parameters and limits to apply to these matters;
- shares are admitted to trading on AIM but not listed. Following the Delisting and AIM Admission, individuals who hold Ordinary Shares may, in certain circumstances, be eligible for certain tax benefits that only apply in relation to unlisted shares. Shareholders and prospective investors should consult their own professional advisers on whether an investment in an AIM security is suitable for them, or whether such a tax benefit may be available to them;
- the regime in relation to dealing in own securities and treasury shares is less onerous under the AIM Rules which, although they contain restrictions on the timing of dealings and notification requirements, do not include requirements as to price, shareholder approval or tender offers;

- the AIM Rules require that AIM companies retain a nominated adviser and broker at all times, but they are not required to have a sponsor. The nominated adviser has ongoing responsibilities to both the Company pursuant to its engagement and the London Stock Exchange under the relevant regulations;
- where the Company has a controlling shareholder (as defined in the UK Listing Rules), following AIM Admission it will no longer be a regulatory requirement to enter into a relationship agreement with that controlling shareholder or to comply with the independence provisions required by the UK Listing Rules;
- there is no specified requirement for a minimum number of shares in an AIM company to be held in public hands. A company listed on the Official List has to maintain a minimum of 10 per cent. of its issued ordinary share capital in public hands;
- the Disclosure Guidance and Transparency Rules (other than Chapter 5, in respect of significant shareholder notifications), the UK Listing Rules and certain of the Prospectus Regulation Rules will no longer apply to the Company following AIM Admission. This is because AIM is not a regulated market for the purposes of FSMA;
- companies with a listing on the Equity Shares (Commercial Companies) category of the Official List may only cancel their listing with the approval of 75 per cent. of the voted shares and, if the company has a controlling shareholder, must also secure the approval of a majority of the voting independent shareholders (other than in certain limited circumstances). Under the AIM Rules, an AIM company only requires 75 per cent. shareholder approval to cancel admission of its securities to AIM and, in certain limited circumstances, the London Stock Exchange may agree that shareholder consent is not required;
- the Delisting may have implications for Shareholders holding shares through a Self-Invested Personal Pension Plan ("SIPP"). For example, shares in unlisted companies (which includes companies admitted to trading on AIM) may not qualify for certain SIPPs under the terms of that SIPP. Shareholders holding shares through a SIPP should therefore consult with their SIPP provider immediately; and
- the requirement under section 439A of the Companies Act 2006 to submit a remuneration policy for a binding vote by shareholders is only applicable to quoted companies listed on the Main Market. A company whose shares are traded on AIM is not subject to the same obligation to submit its remuneration policy to a binding vote of shareholders.

The City Code on Takeovers and Mergers will continue to apply to the Company following AIM Admission.

Following AIM Admission, Ordinary Shares that immediately prior to Delisting were held in uncertificated form will continue to be held and dealt through CREST. Share certificates representing those Ordinary Shares held in certificated form will continue to be valid and no new certificates will be issued in respect of such shares following AIM Admission. The Board does not envisage that there will be any significant alteration to the standards of governance which the Company currently maintains. The Company will maintain its Audit and Risk, and Remuneration Committees which will be subject to the same terms of reference (subject to update from time to time to reflect evolving corporate governance practice) but will cease holding a separate Nomination Committee, such role instead being fulfilled by the full Board. Shareholders are referred to paragraph 7 of Part I of this document for further information about the Company's proposed approach to corporate governance with effect from AIM Admission.

2. RISK FACTORS RELATING TO THE TRANSFER TO AIM

Although the Company intends to apply for all of the Ordinary Shares to be admitted to trading on AIM following the Delisting, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, that it will be maintained following AIM Admission. AIM is a market designed primarily for emerging and smaller companies, to which a higher investment risk tends to be attached than for larger companies, and may not provide the liquidity normally associated with the Main Market or some other stock exchanges.

AIM securities are not admitted to the Official List. The Ordinary Shares may, therefore, be more difficult to sell compared with the shares of companies listed on the Official List and their market prices may be subject to greater fluctuations than might otherwise be the case.

Following AIM Admission, the Company will be subject to the regulatory and disciplinary controls of the AIM Rules for Companies. The obligations of a company whose shares are admitted to trading on AIM are broadly similar to those of companies such as Creightons whose shares are listed on the Equity Shares (Commercial Companies) category of the Official List, however Shareholders should note that the protections afforded to investors in AIM companies are in some respects less rigorous than those afforded to investors in companies whose shares are listed on the Official List, including the differences set out in paragraph 1 above.

Company No. 01227964 CREIGHTONS PLC

(“Company”)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of the Company at 1210 Lincoln Road, Werrington, Peterborough, Cambridgeshire, PE4 6ND on 3 March 2025 at 7.00 a.m. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution in connection with the proposed cancellation of the listing of the Company’s ordinary shares on the Official List of the Financial Conduct Authority and from trading on the Main Market for listed securities and application for admission of the Ordinary Shares to trading on AIM:

SPECIAL RESOLUTION

THAT, the directors of the Company be generally and unconditionally authorised to (and to take all steps as they may consider are necessary or incidental to):

- (a) cancel the listing of the issued ordinary shares in the Company on the Equity Shares (Commercial Companies) category of the Official List and to remove such Ordinary Shares from trading on the Main Market for listed securities; and
- (b) apply for admission of the issued ordinary shares in the Company to trading on AIM, the market of that name operated by London Stock Exchange plc.

BY ORDER OF THE BOARD

One Advisory Limited

Company Secretary

6 February 2025

Registered in England and Wales No. 01227964

Registered Office:

1210 Lincoln Road
Werrington
Peterborough
Cambridgeshire
PE4 6ND

EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. Only those Shareholders registered in the Company's register of members as at 6.30 p.m. on 27 February 2025, or, if the General Meeting is adjourned, at close of business on the day which is two business days prior to the adjourned meeting, shall be entitled to attend and vote at the General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

Entitlement to ask questions

2. Any member attending the General Meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the General Meeting unless:
 - answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

Website giving information regarding the General Meeting

3. A copy of this Notice of General Meeting and other information regarding the General Meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.creightonsplc.com/investors/reports-and-accounts>. Shareholders may not use any electronic address provided in either this Notice of Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies

4. Shareholders are welcome to attend the General Meeting in person but are encouraged to submit a proxy vote in advance of the General Meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. The appointment of a proxy does not preclude a Shareholder from attending and voting in person at the General Meeting. 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.
5. You will not have received a hard copy Form of Proxy for use at the General Meeting. You may request a hard copy Form of Proxy directly from the Registrars, MUFG Corporate Markets, via email at shareholderenquiries@cm.mpms.mufg.com or by calling 0371 664 0391. 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. In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. A space has been included in the Form of Proxy to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Form of Proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4D, using the contact details above.

For additional Forms of Proxy you may photocopy the Form of Proxy, indicating on each copy the name of the proxy you wish to appoint and the number of Ordinary Shares in respect of which the proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

6. To appoint a proxy, either: (a) request a hard copy Form of Proxy from the Registrar and deposit the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), with the Company's Registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4D; (b) lodge the proxy appointment using the CREST Proxy Voting Service in accordance with Note 10 below; (c) lodge online proxies through www.signalshares.com, in accordance with Note 14 below, in each case so as to be received no later than 48 hours (excluding non-working days) before the time of the holding of the General Meeting or any adjournment thereof; or (d) if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform in accordance with Note 13 below.
7. Please note that all Forms of Proxy and appointments, whether postal or electronic, must be received by no later than 7.00 a.m. on 27 February 2025.

Corporate representatives

8. A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share. Under the current circumstances, corporate Shareholders are strongly encouraged to submit a proxy appointment, appointing the Chairman of the General Meeting to ensure their votes are included in the poll.

Nominated persons

9. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (Nominated Persons). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

CREST and other proxy instructions

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournments thereof) by following the procedures described in the CREST Manual (available via www.euroclear.com). 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.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear'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 issuer's agent (ID RA10 by the latest time(s) for receipt of proxy appointments specified in Note 6, above. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. 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 a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this

connection, CREST members (and, where applicable, their CREST sponsors or voting 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.

13. If you are an institutional investor, you may 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 7.00 a.m. on 27 February 2025 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.

Online voting

14. The website address for online voting is www.signalshares.com. To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - change your dividend payment instruction
 - update your address
 - select your communication preference.

Total voting rights

15. The total number of issued Ordinary Shares as at the close of business on 5 February 2025 (being the latest practicable date prior to publication of this document) was 70,035,383 ordinary shares of one penny each, with 1,600,000 ordinary shares held in treasury. Therefore, the total number of votes exercisable as at 5 February 2025 is 68,435,383.

Automatic poll voting

16. The Resolution to be put to the General Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the General Meeting. The results of the poll will be published on the Company's website and notified to the London Stock Exchange once the votes have been counted and verified.

Documents on display

17. Copies of this document and of the Articles of Association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this document and at the place of the General Meeting from at least 15 minutes prior to, and until the conclusion of, the General Meeting. A copy of this document, and other information required by section 311A of the Companies Act 2006, can be found on the investors section of the Company's website at <https://www.creightonsplc.com/investors>.

Details of communications

18. The electronic address given in this Notice of General Meeting for the appointment of proxies for the meeting is given for that purpose only and may not be used for any other purposes including general communication with the Company in relation to the meeting or otherwise. Except as provided above, members who have general queries about the General Meeting should use the following means of communication (no other method of communication will be accepted):

- calling the Registrar's Shareholder Helpline on 0371 664 0391 and +44 (0) 371 664 0391 (international). 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;
- by email at shareholderenquiries@cm.mpms.mufg.com; or
- by writing to the MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

For legal reasons, the Shareholder Helpline and the Registrar will only be able to provide information contained in this document and information relating to the Company's register of members and will be unable to give advice on the merits of the Delisting, AIM Admission or the Resolution or provide legal, financial, tax or investment advice.

