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If you have sold or transferred all of your ordinary shares in The Beauty Tech Group plc, please send this document and any other documents that accompany it 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 transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

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# **THE BEAUTY TECH GROUP PLC**

(incorporated in England and Wales under company number 16613177)

## **NOTICE OF THE 2026 ANNUAL GENERAL MEETING**

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Notice of the 2026 Annual General Meeting of The Beauty Tech Group plc, to be held at the Company's registered office at Suite 3f1, Glasshouse, Alderley Park, Congleton Road, Nether Alderley, Macclesfield, Cheshire, SK10 4ZE on Friday 19 June 2026 at 11:00 a.m., is set out on pages 4 to 9 of this document. Your attention is drawn to the letter from the Non-Executive Chair on pages 2 to 3 of this document. Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 7 to 9. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than 11:00 a.m. on Wednesday 17 June 2026.

## LETTER FROM THE NON-EXECUTIVE CHAIR

To the holders of ordinary shares in The Beauty Tech Group plc (the **Company**)

17 May 2026

Dear Shareholder

### **2025 Annual Report and 2026 Annual General Meeting**

I am pleased to inform you that the Company's 2025 annual report and accounts and the notice of the 2026 annual general meeting have now been published.

The Company's first annual general meeting will be held at our registered office at Suite 3f1, Glasshouse, Alderley Park, Congleton Road, Nether Alderley, Macclesfield, Cheshire, SK10 4ZE on Friday 19 June 2026 at 11:00 a.m. (the **AGM**). The formal notice of AGM is set out on pages 4 to 9 of this document and contains the proposed resolutions (the **Notice**). Explanatory notes to all business to be considered are set out in the Appendix to this document on pages 10 to 15, but I would draw your attention, in particular, to the following special resolution that is to be proposed at the AGM:

#### **Resolution 16 – Capital reduction**

Subject to shareholder and Court approval, the Board intends to undertake a capital reduction, increasing the Company's distributable reserves via the cancellation of its share premium account. If approved, this would provide the Company with greater flexibility to make distributions to shareholders (such as the payment of dividends and/or funding purchases of the Company's own shares) in the future, should it be appropriate or desirable to do so.

Accordingly, shareholders are being asked to cancel the company's share premium account by way of a special resolution at the AGM. Further information on and details of the capital reduction process can be found in the explanatory notes on pages 14 to 15.

#### **Appointing a proxy**

If you are unable to attend the AGM, you can still be represented at the meeting by appointing a proxy to act on your behalf and by giving instructions on how you wish your proxy to vote on the proposed resolutions.

Irrespective of whether or not you propose to attend the meeting, we would encourage you to appoint the Chair of the meeting as your proxy. This will ensure that your vote will be counted if ultimately you are (or any other proxy you might otherwise appoint is) not able to attend on the day for any reason. If you appoint the Chair of the meeting as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions set out in the Notice. Appointing a proxy will not prevent you from attending and voting in person if you wish to do so. All proposed resolutions will be put to a vote on a poll. This is in line with practice adopted by many UK public companies.

Instructions on how to appoint a proxy can be found in the Notes to the Notice set out on pages 7 to 9. To be valid, your proxy appointment must be received at the address for delivery specified in those Notes by no later than 11:00 a.m. on Wednesday 17 June 2026.

#### **Recommendation**

The Company's board of directors considers that each of the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and unanimously recommends shareholders to vote in favour of them as the directors intend to do in respect of their own beneficial shareholdings.

This document and the 2025 Annual Report are available to view on the Company's website at <https://www.thebeautytechgroup.com/results-reports-presentations>. Copies may also be requested from the Company Secretary at the registered office address set out below.

I look forward to seeing as many of you as possible at the AGM.

Yours faithfully

A handwritten signature in black ink that reads "E O'Donnell". The signature is written in a cursive style with a large, stylized 'E' and 'O'.

**Elaine O'Donnell**  
Non-Executive Chair

# THE BEAUTY TECH GROUP PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the first Annual General Meeting of the Company will be held at the Company's registered office at Suite 3f1, Glasshouse, Alderley Park, Congleton Road, Nether Alderley, Macclesfield, Cheshire, SK10 4ZE on Friday 19 June 2026 at 11:00 a.m. to transact the business set out below. Resolutions 1 to 12 below will be proposed as ordinary resolutions and resolutions 13 to 17 will be proposed as special resolutions.

- 1 To receive the audited accounts and the auditors' and directors' reports for the financial year ended 31 December 2025.
- 2 To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the financial year ended 31 December 2025.
- 3 To approve the directors' remuneration policy (as contained in the directors' remuneration report for the financial year ended 31 December 2025).
- 4 To elect Elaine O' Donnell as a director.
- 5 To elect Laurence Newman as a director.
- 6 To elect Samuel Glynn as a director.
- 7 To elect Simon Cooper as a director.
- 8 To elect Seonna Anderson as a director.
- 9 To re-appoint RSM UK Audit LLP as the auditors.
- 10 To authorise the audit and risk committee of the board of directors to determine the auditors' remuneration.
- 11 That, from the date of this resolution until the earlier of 30 June 2027 and the conclusion of the Company's annual general meeting to be held in 2027, the Company and all companies which are its subsidiaries at any time during such period are authorised:
  - (a) to make donations to political parties or independent election candidates;
  - (b) to make donations to political organisations other than political parties; and
  - (c) to incur political expenditure,

up to an aggregate total amount of £50,000, with the amount authorised for each of heads (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the board may decide is appropriate. Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on "Control of political donations and expenditure" as at the date of the notice of this meeting.

- 12 That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company:
  - (a) up to a maximum aggregate nominal amount of £3,690,037 (such amount to be reduced by the aggregate nominal amount of any equity securities that may be allotted pursuant to paragraph (b) below in excess of £3,690,037 ); and

- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a maximum aggregate nominal amount of £7,380,074 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights granted pursuant to paragraph (a) above) in connection with a fully pre-emptive offer:
  - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
  - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange.

Such authority (unless previously revoked, varied or renewed) shall expire at the close of business on 30 June 2027 or, if earlier, on the conclusion of the Company's annual general meeting to be held in 2027, save that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights under any such offer or agreement as if the authority had not expired. All authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant rights that remain unexercised at the commencement of this meeting are revoked.

- 13 That, subject to the passing of resolution 12 in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 12 in the notice of this meeting and/or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment and/or sale, provided that this power is limited to:
- (a) the allotment of equity securities and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 12, by way of a fully pre-emptive offer only):
    - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
    - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment of equity securities and/or sale of treasury shares (other than under paragraph (a) of this resolution 13) up to a maximum aggregate nominal amount of £1,107,011; and
- (c) the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraphs (a) or (b) of this resolution 13) up to a maximum aggregate nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (b) of this resolution 13, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this meeting.

Such power (unless previously revoked, varied or renewed) shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 12 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted and/or treasury shares to be sold after

such expiry and the directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the power had not expired.

- 14 That, subject to the passing of resolution 12 in the notice of this meeting and in addition to the power contained in resolution 13 set out in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 12 in the notice of this meeting and/or by way of sale of treasury shares as if section 561 of that Act did not apply to any such allotment and/or sale, provided that this power is limited to:
- (a) the allotment of equity securities and/or sale of treasury shares up to a maximum aggregate nominal amount of £1,107,011, such power to be used only for the purposes of financing (or refinancing, if the power is to be exercised within 12 months after the date of the original transaction) a transaction which the directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this meeting; and
  - (b) the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) of this resolution 14) up to a maximum aggregate nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (a) of this resolution 14, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this meeting.

Such power (unless previously revoked, varied or renewed) shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 12 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted and/or treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the power had not expired.

- 15 That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares in its capital, provided that:
- (a) the maximum aggregate number of such shares that may be acquired under this authority is 16,594,076;
  - (b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;
  - (c) the maximum price (exclusive of expenses) which may be paid for such a share is the higher of:
    - (i) an amount equal to five per cent. above the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for an ordinary share over five business days before the purchase is made; and
    - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the market where the purchase is carried out;
  - (d) this authority shall expire on 30 June 2027 or, if earlier, on the conclusion of the Company's annual general meeting to be held in 2027; and
  - (e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.
- 16 That the balance standing to the credit of the share premium account of the Company is cancelled.

- 17 That any general meeting of the Company that is not an annual general meeting may be called by not less than 14 clear days' notice.

Registered office:

Suite 3f1,  
Glasshouse  
Alderley Park,  
Congleton Road,  
Nether Alderley,  
Macclesfield,  
Cheshire SK10 4ZE

By order of the Board



Sarah Clayton  
Company Secretary

17 May 2026

**NOTES:**

- 1 **A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.**
- 2 The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by the close of business on Wednesday 17 June 2026 in order to be entitled to attend and vote at the meeting as a member in respect of those shares (or, in the event of any adjournment, by the close of business on the day two business days prior to the adjourned meeting).
- 3 A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so.
- 4 A member may appoint a proxy, and give voting instructions, by any of the following means:

**By submitting a proxy appointment online** - Members can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). The Investor Centre allows members to, among other matters, manage and monitor their shareholdings securely in real time, keep their details up to date, and access a range of information including payment history. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, the Investor Centre can be accessed via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



Download on the  
App Store

GET IT ON  
Google Play

To appoint a proxy electronically, a member will need to log into his/her Investor Centre account or register if he/she has not previously done so. Once registered, a member will need to add his/her shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. Members will require their Investor Code (IVC) to add their shareholding. The IVC can be found on the member's share certificate or by contacting MUFG Corporate Markets as detailed in Note 11 below. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with the relevant instructions must be transmitted so as to be received by no later than 11:00 a.m. on Wednesday 17 June 2026 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting).

**By completing and returning a hard copy form of proxy** - A member may appoint a proxy by completing a paper proxy form in accordance with the instructions that accompany it and then returning it directly to the Company's registrar, MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received by no later than 11:00 a.m. on Wednesday 17 June 2026 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting). Hard copy proxy forms have not been provided with this document but can be requested from the Company's registrar by calling the helpline number provided in Note 11 below.

**By submitting a proxy appointment via CREST** – Members who hold their shares in uncertificated form may use the “CREST electronic proxy appointment service” to appoint a proxy electronically by following the procedures set out in Note 5 below.

**By submitting a proxy appointment via Proximity** – A member who is an institutional investor may also be able to appoint a proxy electronically via the Proximity platform in accordance with the procedures set out in Note 6 below.

Unless otherwise indicated on any hard copy form of proxy, CREST, Proximity or any other electronic proxy appointment, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Any power of attorney or other authority under which an appointment of proxy is signed (or a copy which has been certified by a notary or in some other way approved by the board) and such other reasonable evidence of the signatory’s authority to act on a member’s behalf as the board may specify must, if required by the board, be received at the relevant address specified in these notes for receipt of such proxy appointment by the latest time indicated for receipt of such proxy appointment. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he or she so wish.

- 5 CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in “the CREST voting service” section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (**CREST proxy appointment instruction**) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & International Limited (**Euroclear**), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by MUFG Corporate Markets (ID RA10), as the Company’s “issuer’s agent”, by no later than 11:00 a.m. on Wednesday 17 June 2026 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting). After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST 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. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
- 6 A member who is an institutional investor may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by its registrar. Further information regarding Proximity can be found at [www.proximity.io](http://www.proximity.io). To be valid, a member’s proxy appointment must be received by no later than 11:00 a.m. on Wednesday 17 June 2026 (or, in the case of an adjournment, by no later than 48 hours (excluding non-working days) before the adjourned meeting). Before a proxy can be appointed via this process, the appointing member will need to have agreed to Proximity’s associated terms and conditions. It is important that the appointing member reads these carefully as the member will be bound by them and they will govern the electronic appointment of the proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of the appointing member’s proxy appointment.
- 7 Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (**nominated person**) may have a right under an agreement between him and that member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, such person may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in Note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
- 8 As at 17 May 2026 (the latest practicable date prior to the publication of this document), the Company’s issued share capital consisted of 110,701,107 ordinary shares with a nominal value of 10 pence each, carrying one vote each. The Company did not hold any shares as treasury shares. Therefore, the total voting rights in the Company as at 17 May 2026 were 110,701,107.
- 9 Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at <https://www.thebeautytechgroup.com/results-reports-presentations>. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.
- 10 It is possible that, pursuant to members’ requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the Company’s latest audited accounts. The Company cannot require the members concerned to pay its expenses in complying with those sections. The Company must forward any such statement to its auditors by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.

- 11 A member who has queries about the AGM, their shareholding, voting, the appointment of a proxy or who requires a hard copy proxy form or any other AGM-related assistance can contact the Company's registrars, MUFG Corporate Markets, by sending an email to [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), or by calling the shareholder helpline on 0371 664 0391. Calls will be charged at the standard geographic rate and will vary by provider. For calls from overseas, the number is +44 (0) 371 664 0391, and calls will be charged at the applicable international rate. Lines are open from 9:00 a.m. to 5:30 p.m., Monday to Friday (excluding public holidays in England and Wales).
- 12 All resolutions contained in the Notice will be put to a vote on a poll. This will result in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend but who have appointed a proxy for the meeting. On a poll, each member has one vote for every share held.

## APPENDIX

### Explanatory notes to the business of the AGM

#### **Resolution 1 – Receipt of the audited accounts and reports**

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. In accordance with best practice, the Company proposes an ordinary resolution to receive its audited accounts and reports for the financial year ended 31 December 2025 (the **2025 Annual Report**).

#### **Resolution 2 – Approval of the directors' remuneration report**

In accordance with the Companies Act 2006, the Company proposes an ordinary resolution to approve the directors' remuneration report for the financial year ended 31 December 2025.

The directors' remuneration report is set out on pages 69 to 83 of the 2025 Annual Report and gives details of the implementation of the directors' remuneration policy during the financial year. For the purposes of this resolution, the directors' remuneration report does not include the directors' remuneration policy which is the subject of a separate shareholder vote. The vote on Resolution 2 is advisory only and the directors' entitlement to remuneration is not conditional on its being passed.

#### **Resolution 3 – Approval of the directors' remuneration policy**

The Companies Act 2006 requires a listed company to put a directors' remuneration policy to its shareholders for a binding vote at least every three years unless there is a change in the approved policy within the three-year period.

Accordingly, the Company invites shareholders to approve its remuneration policy which can be found on pages 72 to 80 of the 2025 Annual Report. The policy sets out how the Company proposes to pay its directors and includes details of the Company's approach to recruitment remuneration and loss of office payments.

If approved, the remuneration policy will take effect at the conclusion of the AGM. The vote on this resolution is binding and, if passed, will mean that the directors can only make remuneration payments in accordance with the approved policy unless such payments have otherwise been approved by a separate shareholder resolution.

#### **Resolutions 4 to 8 – Election of directors**

Resolutions 4 to 8 relate to the retirement of the Company's directors and their election by shareholders. In accordance with the recommendations of the Financial Reporting Council's UK Corporate Governance Code (the **Code**) and the Company's Articles of Association, all directors of the Company serving as such at the date of this Notice (being the "selection date" for the purposes of Article 52(A) of the Articles of Association) intend to retire from office at the AGM, and each of them seeks election by the Company's shareholders for the first time.

Resolution 7 relates to Simon Cooper's election as an independent non-executive director. Simon served as a non-executive director of The Beauty Tech Group Trading Limited from 1 March 2017 until 26 September 2025 and as a non-executive director of Project Glow Topco Limited from 5 November 2021 until 31 December 2025, both of which are UK subsidiaries in the Company's group. As such, since March this year, Simon Cooper has served as a non-executive director in the group for more than nine years. The board has been keeping this under review in the context of the overall board composition and Provision 10 of the Code which states that a non-executive director's service on the board for more than nine years from the date of first appointment may be a factor which is likely to impair, or could appear to impair, such director's independence.

The board is currently undertaking a process, utilising open advertising, to recruit an independent non-executive director to replace Simon Cooper as Chair of the Remuneration Committee. Simon intends to step down from the board as soon as a suitable candidate has been appointed. Notwithstanding Simon Cooper's tenure with the Group having passed nine years in March 2026, and his cross-directorship with Elaine O'Donnell at On The Beach plc, both of which fall within the terms of Code Provision 10, the board has carefully considered whether these circumstances give rise to any actual or apparent impairment of his independence. The board is satisfied that they do not and that Simon Cooper remains independent in character and judgement. The board therefore considers his continued appointment appropriate in the context of orderly succession planning and that it is in the best interests of the Company that he seeks election at the AGM to ensure continuity of board composition and experience until his successor is in place.

The Chair confirms that each of the directors is an effective member of the board, makes a positive contribution and demonstrates commitment to his or her role. The board believes that the considerable and wide-ranging experience of the directors will continue to be invaluable to the Company. Further information relating to the experience, skills and background of each of the directors is set out on pages 44 to 47 of the 2025 Annual Report.

### **Resolutions 9 and 10 – Re-appointment and remuneration of the auditors**

The Company is required to appoint or re-appoint auditors at each annual general meeting at which its audited accounts and reports are presented to shareholders.

On the recommendation of the audit and risk committee, the board is proposing to shareholders the re-appointment of RSM UK Audit LLP as the Company's auditors for the financial year commencing on 1 January 2026. Resolution 9, therefore, proposes RSM UK Audit LLP's re-appointment as auditors to hold office until the Company's next annual general meeting at which its accounts are laid before shareholders. Resolution 10 authorises the audit and risk committee to agree the auditors' remuneration.

The audit and risk committee has confirmed to the board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditors.

### **Resolution 11 – Political donations and expenditure**

Subject to limited exceptions, Part 14 of the Companies Act 2006 imposes restrictions on companies making political donations to any political party or other political organisation or to any independent election candidate or incurring political expenditure unless they have been authorised to do so at a general meeting. It is the Company's policy that it does not make political donations nor incur political expenditure. Nevertheless, the Companies Act 2006 includes broad and ambiguous definitions of the terms "political donation" and "political expenditure" which may apply to some normal business activities which would not generally be considered to be political in nature.

The board considers that it would be prudent to obtain shareholder approval to make donations to political parties, political organisations and independent election candidates and to incur political expenditure up to the limit specified in the resolution. As is common practice among many UK public companies, this authority is sought purely as a precautionary measure to guard against any inadvertent breach of the statutory restrictions. The board confirms that it has no intention of making any political donations, incurring political expenditure nor entering into party political activities.

### **Resolution 12 – Authority to allot shares**

The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the AGM and the board would like to seek a new authority to provide the directors with the flexibility to allot new shares and grant rights up until the Company's next annual general meeting in 2027, within the limits prescribed by The Investment Association.

The Investment Association's Share Capital Management Guidelines (February 2023) state that the Association's members will regard as routine any proposal at a general meeting to seek a general authority to allot an amount up to two-thirds of a company's existing share capital, provided that any amount in excess of one-third of the existing share capital is applied to fully pre-emptive offers only.

Accordingly, if passed, paragraph (a) of Resolution 12 will authorise the directors to allot (or grant rights over) new shares in the Company in any circumstances up to a maximum aggregate nominal amount of £3,690,037. This amount represents approximately 33 per cent. of the Company's issued ordinary share capital.

In addition, paragraph (b) of Resolution 12 will authorise the directors to allot (or grant rights over) new shares in the Company only in connection with a fully pre-emptive offer in favour of ordinary shareholders up to a maximum nominal amount of £7,380,074, as reduced by the nominal amount of any shares issued under paragraph (a). This amount (before any reduction) represents approximately 66 per cent. of the Company's issued ordinary share capital.

As a result, if Resolution 12 is passed, the directors will be permitted to allot (or grant rights over) new shares representing up to two-thirds of the Company's current issued share capital pursuant to a fully pre-emptive offer.

For the purposes of this explanatory note, the references to the Company's issued ordinary share capital are to the issued ordinary share capital as at 17 May 2026 (being the latest practicable date prior to publication of this document). The Company did not hold any shares in treasury as at that date.

The directors do not have any present intention to exercise this authority, however the board considers it prudent to maintain the flexibility that it provides to enable the directors to respond to any appropriate opportunities that may arise. If passed, this authority will expire on 30 June 2027 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2027.

### **Resolutions 13 and 14 - Disapplication of pre-emption rights**

Resolutions 13 and 14 are special resolutions which, if passed by shareholders, will enable the board to allot equity securities (which means ordinary shares, or rights to subscribe for, or to convert securities into, ordinary shares) in the Company, or to sell any ordinary shares out of treasury, for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings as required by the Companies Act 2006.

The proposed resolutions reflect the most recent version of the Statement of Principles published by The Pre-Emption Group (November 2022) (the **Principles**) which provides that a company may seek power to issue, on a non-pre-emptive basis, shares for cash in any one year representing: (i) no more than 10 per cent. of the company's issued ordinary share capital for use in any circumstances; and (ii) no more than an additional 10 per cent. of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.

The Principles also provide that, in both cases (i) and (ii) outlined above, a company may seek a further power to issue, on a non-pre-emptive basis, shares for cash representing no more than 2 per cent. of the company's issued ordinary share capital for the purposes of making a "follow-on" offer (being an offer of a kind contemplated by the Principles) to certain retail investors and existing shareholders.

The board has carefully considered the thresholds available under the Principles, and has concluded that it is in the best interests of the Company and its shareholders to continue to seek disapplication powers similar in both scope and level to those sought by the Company in October 2025 and which are due to expire at the AGM.

Accordingly, Resolution 13 is proposed as a special resolution. If this resolution is passed, it will permit the board to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash, free from statutory pre-emption rights, both in connection with pre-emptive offers and, otherwise than in connection with any such offers, up to a maximum nominal amount of £1,107,011. This amount

represents approximately 10 per cent. of the Company's issued ordinary share capital. This resolution will permit the board to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis, up to the specified amount, in any circumstances. The resolution will also permit the directors to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis up to a maximum aggregate nominal amount equal 2 per cent. of the Company's issued ordinary share capital specifically for the purposes of making "follow-on" offers as contemplated by the Principles.

Resolution 14 is proposed as a separate special resolution in line with best practice. If this resolution is passed, it will afford the board an additional power to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash, free from statutory pre-emption rights, up to a further maximum nominal amount of £1,107,011. This amount also represents approximately 10 per cent. of the Company's issued ordinary share capital. The board shall use the power conferred by this resolution only in connection with either an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue. This resolution will also permit the directors to allot ordinary shares (and/or sell ordinary shares out of treasury) for cash on a non-pre-emptive basis up to a maximum aggregate nominal amount equal 2 per cent. of the Company's issued ordinary share capital specifically for the purposes of making "follow-on" offers as contemplated by the Principles.

The board confirms that, in exercising these powers, it will follow the shareholder protections and features set out in Part 2B of the Principles.

For the purposes of this explanatory note, the references to the Company's issued ordinary share capital are to the issued ordinary share capital as at 17 May 2026 (being the latest practicable date prior to publication of this document). The Company did not hold any shares in treasury as at that date.

#### **Resolution 15 - Purchase of own shares**

This special resolution, if passed, will authorise the Company to make market purchases of its own ordinary shares up until 30 June 2027 or, if earlier, the conclusion of the Company's annual general meeting to be held in 2027, subject to specific conditions relating to price and volume.

The maximum number of ordinary shares which may be purchased under this authority is 16,594,076, representing approximately 14.99 per cent. of the Company's issued ordinary share capital as at 17 May 2026 (being the practicable latest date prior to publication of this document).

The maximum and minimum prices (excluding expenses) which may be paid for a share are as set out in the resolution.

While the Investment Association's guidelines indicate that a repurchase authority of up to 10 per cent. of issued share capital is unlikely to cause concern among its members, the board has considered it appropriate to seek authority to purchase up to 14.99 per cent. of the Company's issued ordinary share capital, being the maximum permitted under the UK Listing Rules on a non-tender offer basis. The board considers this level of authority to be in the best interests of the Company and its shareholders for the following reasons. First, the Company is at an early stage in its life as a publicly listed company and the board wishes to have maximum flexibility to manage the Company's capital structure efficiently as it executes its growth strategy. Second, should Resolution 16 (Capital Reduction) be passed and become effective, the Company will have access to significantly increased distributable reserves and the board considers it prudent to have commensurate flexibility to deploy those reserves for the benefit of shareholders, including by way of share purchases, if and when appropriate. Third, the board notes that the authority to purchase up to 14.99 per cent. was disclosed as the Company's intention in the 2025 Annual Report.

The directors have no present intention of exercising this authority, but wish to have the flexibility to do so in the future. Shares would only be purchased if the directors believed that to do so would result in an improvement in earnings per share and would be in the best interests of shareholders generally. Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held

in treasury, depending on which course of action is considered by the directors to be in the best interests of the shareholders at that time.

As at 17 May 2026, there were 1,499,483 options over or rights outstanding to subscribe for new ordinary shares in the Company which were granted under the Company's Combined Incentive Award Scheme. This represents 1.35 per cent. of the Company's issued ordinary share capital at that date and would represent 1.61 per cent. of the Company's issued ordinary share capital if the Company's full buy back authority (both existing and being sought) had been exercised in full at that date.

### **Resolution 16 – Capital reduction**

Resolution 16 is proposed as a special resolution to cancel the balance standing to the credit of the Company's share premium account.

Under the Companies Act 2006, the Company's share premium account is treated as if it were part of the Company's share capital, and is not available for distribution to shareholders. This means that the share premium account has limited applications and cannot be used, for example, to pay dividends and/or to fund purchases of the Company's own shares. The Company may only pay dividends and/or fund own share purchases (subject to limited exceptions) out of its distributable reserves.

Therefore, in order to create further distributable reserves and, in so doing, allow greater flexibility around dividend policy and the maintenance of an efficient capital structure, the Company is proposing to undertake a capital reduction approved by the High Court of Justice (the Court). This will create approximately £57m of additional distributable reserves via the cancellation of the Company's share premium account.

#### Proposal

Share premium arises where a company issues shares at a premium to their nominal value. The premium (less any directly attributable transaction costs) is credited to the company's share premium account. A company's share premium account is a non-distributable reserve and is treated as part of its permanent capital.

The Company is proposing to undertake a reduction of capital approved by the Court to create distributable reserves and to provide the Company with flexibility to be able to make distributions to shareholders in the future, should it be appropriate or desirable to do so. It is proposed to achieve this by cancelling the balance standing to the credit of the Company's share premium account (the **Capital Reduction**).

If the Capital Reduction is approved by shareholders and subsequently by the Court, the total amount standing to the credit of the share premium account will be cancelled and this amount will be credited to the Company's profit and loss account to create additional distributable reserves. These distributable reserves will then be available to form part of distributions to shareholders, as the directors consider appropriate.

As at 17 May 2026 (being the latest practicable date before the publication of this document), the total amount standing to the credit of the Company's share premium account was approximately £57m. However, the cancellation will cancel the share premium account as it will stand on the day on which the Capital Reduction becomes effective.

If Resolution 16 is duly passed, the Company intends to apply to the Court for confirmation of the Capital Reduction. The Capital Reduction will only become effective if: (i) this special resolution is passed by shareholders at the AGM; (ii) the Court confirms the Capital Reduction; and (iii) the order of the Court confirming the Capital Reduction is delivered to, and registered by, the Registrar of Companies in England and Wales.

In order to confirm the Capital Reduction, the Court will need to be satisfied that the interests of the Company's creditors at the effective date of the Capital Reduction (**Effective Date**) will not be prejudiced as a result of the Capital Reduction. It is for the Court to determine whether any protection is required for the creditors and, if so, what form it should take. If required to do so, the Company will put in place

such form of creditor protection as the Court determines and which is acceptable to the Company. Such protection may include, amongst other things, the Company seeking consent from certain creditors and/or giving an undertaking to the Court to create a special non-distributable reserve equal to the amount of the reserves created by the Capital Reduction, with any such reserve to remain only until the relevant creditors of the Company at the Effective Date who are not protected at that date by any other means have been otherwise protected or discharged.

If the Capital Reduction becomes effective, the amount resulting from the cancellation of the Company's share premium account will be credited to the Company's profit and loss account to create (subject to the Court's confirmation and any special reserve referred to above) additional distributable reserves. The Capital Reduction does not, in itself, involve any distribution or repayment to shareholders. The principal effect of the Capital Reduction will be to enable the Company to be put in a position where it can lawfully pay dividends and/or purchase its own shares out of distributable reserves to a greater extent than it would otherwise be able to do. Any future distributions to shareholders will be determined by the directors in accordance with their statutory duties.

The Capital Reduction will not change the number of ordinary shares in issue or the Company's paid-up share capital or change any rights attaching to the Company's ordinary shares.

The Company will notify shareholders when the Capital Reduction has become effective by issuing an announcement through a Regulatory Information Service.

The directors reserve the right (where necessary by application to the Court) to abandon, discontinue or adjourn any application to the Court for confirmation of the Capital Reduction if the directors believe that the terms required to obtain confirmation are unsatisfactory to the Company or if, as the result of a material unforeseen event, the directors consider that to continue with the Capital Reduction would be inappropriate or inadvisable.

#### **Resolution 17 - Notice of general meetings**

Resolution 17 is a special resolution to allow the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice.

The Company currently has the power under its Articles of Association to call a general meeting (other than an annual general meeting) on at least 14 days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on at least 14 days' notice. This resolution seeks such approval. The approval will be effective until the Company's next annual general meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole.

