

# NEXUS

## **NEXUS INFRASTRUCTURE PLC**

Registered office: Nexus Park Avenue East, Skyline 120,  
Great Notley, Braintree, Essex, England, CM77 7AL  
Registered in England and Wales, Company number 05635505

## **NOTICE OF GENERAL MEETING**

**to be held at 9 a.m. on 16 April 2024  
at the Company's registered office at Nexus Park Avenue East,  
Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL**

# Letter from the Chairman

## Dear Shareholder,

I am pleased to attach a notice of the Company's forthcoming general meeting, along with an explanatory summary of the resolutions to be proposed at the meeting.

The annual report and accounts of the Company for the financial year ended 30 September 2023 have today been published with the delay arising due to completion of the audit process. Accordingly, the Company is convening this separate general meeting to be held at 9 a.m. on 16 April 2024 at which the receipt of the annual report and accounts, the approval of a final dividend and the reappointment of auditors will be put to shareholders.

## Logistical arrangements for the meeting

As was the case at the 2024 annual general meeting, the Directors have decided to make arrangements to enable shareholders to attend the general meeting virtually, as an alternative to attending the meeting in person. Shareholders may still attend the meeting in person, but the Directors will also allow shareholders to participate through the video conferencing facilities available. The Directors will seek to ensure that those shareholders participating by virtual means have the same ability to ask questions at the meeting as those attending in person. **However, please note that shareholders joining the live webcast will not be able to vote on the day or form part of the quorum for the meeting and must appoint a proxy in advance in order to ensure their vote is counted.** Whether shareholders choose to attend in person or by virtual means, we urge shareholders to vote by proxy on the resolutions as early as possible.

If you wish to attend the meeting by virtual means, please pre-register in advance for the virtual meeting by contacting the Company Secretary by email at [investors@nexus-infrastructure.com](mailto:investors@nexus-infrastructure.com). After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the general meeting. You may be asked to provide evidence of your interest in the Company so as to obtain access to the meeting.

Shareholders can submit any specific questions on the business of the general meeting ahead of the meeting by email to [investors@nexus-infrastructure.com](mailto:investors@nexus-infrastructure.com) (marked for the attention of the Company Secretary). Any questions must be received by 12.00 p.m. on 12 April 2024. The Board will aim to respond to these questions during the general meeting but if not, questions received and answers to such questions will be made available on the Company's website as soon as possible after the meeting.

## Resolution 1: Annual report and accounts

The board of directors of the Company (the "**Board**") will have pleasure in presenting to the meeting the accounts and the directors' and auditors' report for the year ended 30 September 2023.

## Resolution 2: Declaration of dividend

The Board are recommending a final dividend for the year ended 30 September 2023 of 2.0p per ordinary share of £0.02 each in the capital of the Company ("**Ordinary Share**") which requires approval by the shareholders of the Company (the "**Shareholders**"). If approved, the dividend will be paid on 7 May 2024 to Shareholders whose names appear on the register at the close of business on 5 April 2024.

## Resolution 3: Appointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which the accounts are presented, to hold office until the next general meeting at which accounts are presented. The auditors are responsible for examining the Company's annual accounts and forming an opinion as to whether they give a true and fair view and are properly prepared in accordance with the Companies Act 2006 (the "**Act**"), and the regulations made under the Act.

The Group's external auditor for the year ended 30 September 2023 was MHA. Independence of the external auditor is essential to ensure the integrity of the Group's published financial information. During the year the Committee reviewed and approved the audit plan. The auditor's assessment of materiality and financial reporting risk areas were discussed and challenged.

The resolution also gives authority to the Board to determine the remuneration of the auditors.

## General Meeting

As indicated in the attached notice of general meeting, the three resolutions will be proposed to the Shareholders at the general meeting. The general meeting will be held at 9 a.m. on 16 April 2024 at the Company's registered office at Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL.

**Action to be taken – proxy forms**

Whether or not you plan to attend the meeting whether virtually or in person, your vote is still important and so we would encourage you to cast your vote accordingly. You will recall that we stated that we would no longer be sending you a paper proxy but instead provide you with the means to vote electronically. I would therefore urge you to submit your vote online at [www.nexusshares.com](http://www.nexusshares.com) to be received by 9:00am on Friday 12 April 2024. Submission of a proxy appointment will not prevent you from attending and voting at the meeting in person should you wish to do so. In the event that you do require a hard copy proxy form please contact our Registrars, Link Group on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

CREST holders can use the CREST electronic proxy appointment service as soon as possible in accordance with the notes to the notice of the general meeting.

**Recommendation**

The Board believes that the proposals being put to the Shareholders as described in this letter are in the best interests of the Shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions to be proposed at the general meeting. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings amounting to 1,768,927 Ordinary Shares (representing approximately 19.6 per cent. of the Company's issued share capital as at 21 March 2024).

Yours faithfully

**Richard Kilner**

Chairman

# Notice of General Meeting

## Nexus Infrastructure plc

(Incorporated in England and Wales with registered number 05635505)

Notice is hereby given that the general meeting ("**Meeting**") of Nexus Infrastructure plc (the "**Company**") is to be held at 9 a.m. on 16 April 2024 at the Company's registered office at Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions.

### Ordinary resolutions

#### Annual report and accounts

1. **THAT** the Company's annual accounts for the financial year ended 30 September 2023, together with the directors' report and auditor's report on those accounts, be received and adopted.

#### Declaration of dividend

2. **THAT** a final dividend recommended by the directors for the year ended 30 September 2023 of 2.0p per ordinary share of £0.02 each in the capital of the Company ("Ordinary Share"), be declared payable on 7 May 2024 to holders of Ordinary Shares registered as such at the close of business on 5 April 2024.

#### Re-appointment and remuneration of auditors

3. **THAT** MHA be reappointed as the Company's auditors to hold office from the conclusion of this Meeting until the conclusion of the next meeting at which accounts are laid before the Company and that the Directors be authorised to agree the remuneration of the auditors.

Dated 22 March 2024

By order of the Board



### Dawn Hillman

Company Secretary

## Nexus Infrastructure plc

Nexus Park Avenue East  
Skyline 120  
Great Notley  
Braintree  
Essex  
England  
CM77 7AL

# Notes to the Notice of General Meeting

**The following notes should be read in conjunction with the information set out in the letter that accompanied this notice of general meeting (particularly in the section headed “Logistical arrangements for the meeting”). In the event of any inconsistency between the following notes and the information set out in that letter, the information set out in that letter shall take precedence.**

## Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members at:
  - close of business on 12 April 2024; or,
  - if this Meeting is adjourned, at the close of business on the date which is two business days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

## Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy (a) by contacting our Company’s Registrars, Link Group, and submitting a hard copy form so as to arrive no later than 48 hours (not taking into account any part of a day that is not a working day) before the time for holding the meeting or any adjournment of it or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or (b) lodged using the CREST Proxy Voting Service, or (c) via the web.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Please indicate the proxy holder’s name and the number of shares in relation to which he or she is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

## Appointment of proxies using hard copy form

6. Should you wish to vote using a hard copy proxy form please contact our Registrars, Link Group on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

In each case the proxy appointment must be received not less than 48 hours (not taking into account any part of a day that is not a working day) before the time for the holding of the Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.

## Appointment of proxies via the web

7. As an alternative shareholders may cast their vote online via the registrars website at [www.nexusshares.com](http://www.nexusshares.com).

## Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company’s agent (ID: RA 10) by not later than 48 hours (not taking into account any part of a day that is not a working day) prior to the time appointed for the Meeting or adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

### Appointment of proxies through CREST continued

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

### Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company Secretary at [investors@nexus-infrastructure.com](mailto:investors@nexus-infrastructure.com).

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was last deposited or received, none of them shall be treated as valid.

### Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company Secretary at Nexus Infrastructure plc, Nexus Park Avenue East, Skyline 120, Great Notley, Braintree, Essex, England, CM77 7AL and we would also suggest that you send an email copy of that notice to the Company Secretary at [investors@nexus-infrastructure.com](mailto:investors@nexus-infrastructure.com). In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company Secretary not less than two hours before the time for holding the Meeting or adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### Corporate representatives

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### Issued shares and total voting rights

13. As at 21 March 2024, the Company's issued share capital comprised 9,034,307 ordinary shares of £0.02 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 21 March 2024 is 9,034,307.

### Attendance at the meeting

14. If you wish to attend the meeting by virtual means (using the video conference facilities to be provided), please pre-register in advance for the virtual meeting by contacting the Company Secretary by email at [investors@nexus-infrastructure.com](mailto:investors@nexus-infrastructure.com). After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the general meeting. You may be asked to provide evidence of your interest in the Company so as to obtain access to the meeting.

### Communication

15. Except as provided above, members who have general queries about the Meeting should use the following means of communication:
- calling the Company Secretary on 01376 559550; or
  - emailing the Company Secretary at [investors@nexus-infrastructure.com](mailto:investors@nexus-infrastructure.com).
- You may not use any electronic address provided either:
- in this notice of general meeting; or
  - any related documents (including the proxy form),
- to communicate with the Company for any purposes other than those expressly stated.