

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Victoria PLC, please forward this document, together with the accompanying documents as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

VICTORIA PLC

(the “Company”)

(incorporated and registered in England and Wales under number 00282204)

NOTICE OF GENERAL MEETING

Notice of the General Meeting of the Company to be held at the Company's registered office at Worcester Six Business Park, Worcester, WR4 0AE on 13 November 2023 at 1.00 pm.

Shareholders who hold their shares in certificated form are encouraged to submit their proxy vote online by logging on to www.signalshares.com as soon as possible but in any event, to be valid, no later than 1.00 pm on 9 November 2023. You can also vote by downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions. Alternatively, you can request a hard copy proxy directly from the Registrars, Link Group.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual issued by Euroclear UK & International Limited. The message must be transmitted to be received by the issuer's agent, Link Group (CREST ID: RA10) by 1.00 pm on 9 November 2023.

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 1.00 pm on 9 November 2023 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.

VICTORIA PLC

(Incorporated and registered in England and Wales under registered number: 00282204)

LETTER FROM THE CHAIRMAN

Registered Office:

Worcester Six Business Park
Worcester
WR4 0AE

25 October 2023

To Shareholders

Notice of General Meeting

Dear Shareholder,

The purpose of this letter is to invite you to a General Meeting ("**GM**") of Victoria PLC, at which the Company is to seek Shareholders' approval for: 1) Receiving the Annual Report and Accounts for the year ended 1 April 2023; and 2) Re-appointment and remuneration of the auditor.

The GM will be held at the Company's registered office at Worcester Six Business Park, Worcester, WR4 0AE on 13 November 2023 at 1.00 pm.

The formal Notice of GM and the resolutions to be proposed at the GM ("**Resolutions**") are set out on page 4 of this document. This letter sets out the details of the items of business to be transacted at the meeting.

A summary of the Resolutions are set out below as follows:

Resolution 1: Receiving the report and accounts

The Directors will present to the Shareholders at the GM the accounts for the previous financial year, on this occasion for the year ended 1 April 2023, together with their report and the auditor's report on those accounts.

Resolution 2: Re-appointment and remuneration of the auditor

The auditor of the Company is required to be appointed or re-appointed at each General Meeting at which accounts are presented. Having expressed their willingness to continue to act as auditor, resolution 2 proposes that Grant Thornton UK LLP be re-appointed.

It is normal practice for a company's directors to be authorised to fix the auditor's remuneration and shareholder approval to do so is sought in this resolution.

Action to be taken



You will not receive a hard copy form of proxy for the GM in the post. Instead, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group. You can also vote by downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions.



Link Group, the company's registrar, has launched a shareholder app: LinkVote+.


It's free to download and use and gives shareholders the ability to access their records at any time.

The app also allows users to submit a proxy appointment quickly and easily online rather than through the post.

The app is available to download on the Apple App Store and Google Play







Proxy votes must be received no later than 1.00 pm on 9 November 2023.

You may request a hard copy form of proxy directly from the Registrars, Link Group, on tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.

Recommendation and Directors' voting intentions

The Board believes the proposals described above regarding the Resolutions to be in the best interests of the Shareholders and the Company as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each of the Resolutions, as they intend to do in respect of their own direct or indirect beneficial holdings of 46,658,103 ordinary shares in aggregate, representing 40.57 per cent. of the current issued share capital of the Company.

KED Victoria Investments, LLC, which has a director representative on the Board, has also confirmed its intention to vote in favour of the Resolutions in respect of its own beneficial shareholdings in the Company being, in aggregate, 12,500,000 ordinary shares representing 10.87 per cent. of the current issued share capital of the Company.

Yours sincerely

Geoffrey Wilding
Chairman

NOTICE OF GENERAL MEETING
VICTORIA PLC (Registered No. 00282204)
(the “Company”)

Notice is hereby given that the General Meeting of the Company will be held at the Company's registered office at Worcester Six Business Park, Worcester, WR4 0AE on 13 November 2023 at 1.00 pm to consider and, if thought fit, to pass the following ordinary resolutions:

1. To receive and adopt the Directors' Report, Auditor's Report and Accounts for the year ended 1 April 2023.
2. To re-appoint Grant Thornton UK LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Directors to determine their remuneration.

By order of the Board

David Cressman
Secretary
25 October 2023

Registered Office: Worcester Six Business Park, Worcester, WR4 0AE

Notes

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at 1.00 pm on 9 November 2023. 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 Meeting.

2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.

3. 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).

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

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.

6. You can vote either:

- by logging on to www.signalshares.com and following the instructions;
- by downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions;
- by requesting a hard copy form of proxy directly from the registrars, Link Group, on tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at Central Square, 29 Wellington Street, Leeds, LS1 4DL by 1.00 pm on 9 November 2023.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

8. 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 adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

9. 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 UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted to be received by the issuer's agent (ID RA10) by 1.00 pm on 9 November 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any message. 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 system providers are referred 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.